

REceived For Record September 18, 1987 at 1:42 o'clock pm liber 28  
RECORD 5.50  
A 5155CHCK 5.50  
01987 9-17 P1:42

ARTICLES OF INCORPORATION

OF

J. COMPUTERIZED BUSINESS MANAGEMENT SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Robert L. Calandrelle, whose Post Office address is 79 Scott Hill Drive, Hagerstown, Washington County, Maryland 21740, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, by the execution, acknowledgment and filing of these Articles intend to form a Corporation.

SECOND: That the name of the corporation, which is hereinafter referred to as "Corporation," is:

COMPUTERIZED BUSINESS MANAGEMENT SYSTEMS, INC.

THIRD: The purposes for which said Corporation are formed and the business or objects to be carried on and promoted by it are as follows:

A. To engage in, conduct and carry on the commercial and retail business of buying, selling, bartering and trading manual, electronic and computerized operated general office business machines, which includes but is not limited to, hard and software equipment and other sundry related equipment for that purpose. At the sole option of the Corporation, it may (a) provide counseling and business machine advise and (b) furnish and supply all maintenance, services, goods, supplies, equipment, parts and merchandise in connection with the sale and service of said products.

B. To purchase, lease or otherwise acquire real property, machinery, equipment, tools, motor vehicles and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned commercial/retail business.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

6/29/87 at 9:21 .m.

12:04 71808200 71808201 1987 JUN 29 9:21 2929 1502

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, liabilities thereof, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district colony or dependency of the United States of America or of any foreign country; and while the owner or holder of any such shares of stock voting trust certificates, bonds or other obligations to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the Stockholders of this Corporation.

E. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by

-3-

mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

✓ FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 79 Scott Hill Drive, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Robert L. Calandrelle, whose Post Office address is 79 Scott Hill Drive, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be less than three (3). The initial directors shall be Robert L. Calandrelle, Gregory L. Moser, and Harold A. Blubaugh, Jr.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100) each, having an aggregate par value of One Hundred

2929 1504

Thousand Dollars (\$100,000). Each share of Common Stock shall be entitled to one (1) vote.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

C. The Board of Directors shall have authority to exercise, without a vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or net profits in purchasing or acquiring any of its bonds or other evidences of indebtedness, to such extent and in

-5-

such manner and upon such lawful terms as the Board of Directors shall deem expedient.

EIGHTH: 1. As used in this Article EIGHTH, any word or words that are defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any Corporate Representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate Representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that, to the extent a Corporate Representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in Subsection (b) or (c) of the Indemnification Section, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that Indemnification of such Corporate Representative other than a present or former Director or Officer is proper in the circumstances.

NINTH: No contract or other transaction between the Corporation and any other corporation or corporations, and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the Directors or Officers of this Corporation is or are interested in or is or are Directors or Officers of such other corporation or corporations; and any Director or Officer, or Directors or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any Director or Officer, or Directors or Officers, of this Corporation is or are a party or parties to or

2929 1506

interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on June 25, 1987.

WITNESS:

Gregory L. Moran

Robert L. Calandrella  
Robert L. Calandrella

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on June 25, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert L. Calandrella, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Richard E. M. Bigney  
Notary Public

My Commission Expires  
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, and FEE REMITTED. Rows include codes 20-85 and NA with descriptions like Organ. & Capitalization, Rec. Fee (Arts. of Inc.), etc.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

TOTAL FEES 54

Check (44.00) Cash (10.00)

Documents on checks

APPROVED BY: J.M.I.

Code

ATTENTION:

MAILED SEP 25 1987 MAIL TO ADDRESS:

Robert L. Calandrella
79 Scott Hill Dr.
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION  
OF  
COMPUTERIZED BUSINESS MANAGEMENT SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 20, 1987 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ 20

\$ 22

\$ \_\_\_\_\_

5.50  
D2367142

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
ROBERT L. CALANDRELLE  
79 SCOTT HILL DRIVE  
HAGERSTOWN MD 21740

001C3011828

A 234902



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

*msc*

Received for Record September 17, 1997 at 1:42 o'clock pm liber 38  
HOME FEDERAL EMPLOYEES/DIRECTORS SCHOLARSHIP FUND, INC.

ARTICLES OF INCORPORATION

RECORD 5.50  
A 5156CHOK 5.50  
01997 9-17 P1:42

FIRST: I, Michael G. Day, whose post office address is 120 West Washington Street, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Home Federal Employees/Directors Scholarship Fund, Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) To provide financial assistance to recipients from regional area high schools in Washington County, who have been accepted to a college or university.

(b) The Corporation is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable, scientific and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal

JUN 26 9 35 AM '97

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

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APPROVED FOR RECORD

6/26/87 at 9:35 1997 1738

thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earnings of the Corporation shall

inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 128 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident of the Corporation in this State is Richard W. Phoebus, 128 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the

By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Salvatore Savino, Celia Ausherman and Richard W. Phoebus.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State having a similar or analogous character or purpose in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of

the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary or educational purposes within the meaning of the terms used in Section 501(c) (3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

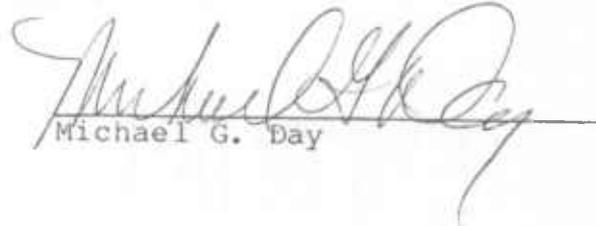
(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent

Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23 day of June, 1987, and I acknowledge same to be my act.

  
Michael G. Day



DOCUMENT CODE 02 BUSINESS CODE 6304 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>22</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____
13	<u>12</u>	<u>1</u> Certified Copy <u>6</u>	_____ Change of Resident Agent
56	_____	Foreign Penalty	_____
54	_____	For. Supplemental Cert.	_____ Change of Resident Agent
73	_____	Cert. of Conveyance	Address
80	_____	Special Fee	_____
83	_____	For. Limited Partnership	_____
84	_____	Cert. Limited Partnership	_____
85	_____	Amendment to Limited Partnership	Code _____
21	_____	Termination of Limited Partnership	ATTENTION: _____
22	_____	Recordation Tax	_____
23	_____	State Transfer Tax	_____
31	_____	Local Transfer Tax	_____
NA	_____	_____ Corp. Good Standing	_____
	_____	Foreign Corporation Registration	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 54  Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

MAILED SEP 25 1987  
MAIL TO ADDRESS: Day & Schneider, P.A.  
120 W. Washington St  
Suite 300  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
HOME FEDERAL EMPLOYEES/DIRECTORS SCHOLARSHIP  
FUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 26, 1987 AT 9:35 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ 20

\$ 22

\$ \_\_\_\_\_

5.50

02367563

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
DAY & SCHNEIDER, P.A.  
128 WEST WASHINGTON STREET  
SUITE 301  
HAGERSTOWN MD 21740

00103011870

A 234939



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received For Record September 17, 1987 at 1:43 o'clock pm liber 38

RECORD 5.00  
A 5157CHCK 5.00  
01987 9-17 P1:43

ARTICLES OF INCORPORATION

FIRST: I, Frederica Buehler, whose home address is 126 Hickory Lane, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Unique Veneers, Incorporated.

THIRD: The purposes for which the corporation is formed are:

(1) To engage in the business of veneer manufacturing and sale, and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The address of the principal office of the corporation in this state is 126 Hickory Lane, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Frederica Buehler, 126 Hickory Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state. The principal place of business of said Corporation is 423 Auburn Street, Martinsburg, West Virginia 25401.

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, which shall never be less than two (2) provided that:

(1) If there is no stock outstanding, the number of Directors may be less than two (2), but not less than (1); and

(2) If there is stock outstanding, and so long as there are less than three (3) stockholders, the number of Directors may be less than two (2), but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Frederica Buehler and John Erath.

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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

71818230

APPROVED FOR RECORD  
6/30/87 at 10:27 .m.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other articles of the Chapter of the Corporation, or construed as or deemed by inference or otherwise in any matter to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with the proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representatives in connection with the proceedings to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that the extent a corporate representative, other than a present or former

director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of June, 1987, and I acknowledge the same to be my act.

WITNESS:

John H. Keubler

Frederica Buehler  
FREDERICA BUEHLER

5021.001:6/18/87  
RAG:slb:E



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Goldstein & Sher, P.A.  
1709 Charles Center, South  
36 South Charles St.  
Balto., Md. 21201

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_

\_\_\_\_\_ Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
UNIQUE VENEERS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 30, 1987 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2367951

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
GOLDSTEIN & SHER, P.A.  
1709 CHARLES CENTER, SOUTH  
36 SOUTH CHARLES ST.  
BALTIMORE MD 21201

00203010025

A 234974



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2929 2226

Receive dfor Record September 17, 1987 at 1:44 o'clock pm liber 38

ARTICLES OF INCORPORATION  
OF  
LIBRA MERGER SUB, INC.

RECORD 5.00  
A 5159CHOK 5.00  
01987 9-17 P1:44

*plk*

FIRST: The undersigned, Paul A. Serini, whose post office address is 1800 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, being over eighteen years of age and acting as incorporator, hereby forms a Corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: LIBRA MERGER SUB, INC.

THIRD: The purpose for which the Corporation is formed is carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

FOURTH: The post office address of the principal office of the Corporation in this State is 111 S. Potomac Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is Stewart B. Gold, whose post office

1987 JUL - 1 P 3:26

*W*

71838030

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

7-1-87

3:26 p

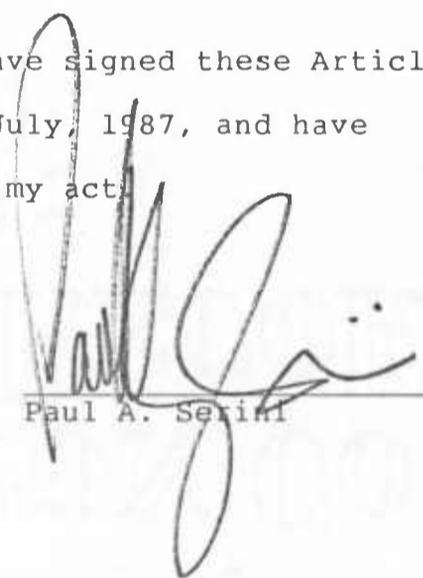
2930 2926

address is 111 S. Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Cent (\$.01) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is Ten Dollars (\$10.00).

SIXTH: The Corporation shall have two Directors (which number may be increased or decreased, but to not less than the lesser of three or the number of stockholders, pursuant to the By-Laws of the Corporation), and Stewart B. Gold and Douglas M. Kemp, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 1st day of July, 1987, and have acknowledged such Articles to be my act.



Paul A. Serini



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

026

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock  Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	8	1 Certified Copy 2p
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Code 63

ATTENTION:

*Leah Schuman*

MAIL TO ADDRESS: \_\_\_\_\_

TOTAL FEES

48.00

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on checks

APPROVED BY: *MLC*

NOTE:

ARTICLES OF INCORPORATION  
OF  
LIBRA MERGER SUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 1, 1987 AT 3:26 O'CLOCK P.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

*5.00*  
D2370633

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
VENABLE, BAETJER & HOWARD  
ATTN: LEAH SCHUMAN  
2 HOPKINS PLAZA  
1800 MERCANTILE BANK & TRUST BLDG  
BALTIMORE MD 21201

004C3010293

A 235194



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2330 2527

Received For Record September 17, 1987 at 1:43 o'clock pm liber 38

ARTICLES OF INCORPORATION

OF

6/30/87

10:39

THOMAS L. GOODIN, M.D., P.A.

RECORD 5.00  
A 5158CHCK 5.00  
01997 9-17 P1:43

FIRST: I, Katherine Karker-Jennings, whose post office address is 300 East Lombard Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called the "Corporation") is

Thomas L. Goodin, M.D., P.A.

THIRD: The purposes for which the Corporation is formed are:

(a) To engage in every aspect of the general practice of obstetrics and gynecology, within the United States and abroad. The professional services involved in the Corporation's practice of obstetrics and gynecology may be rendered only through its officers, agents and employees who are duly licensed, or otherwise legally authorized, to practice obstetrics and gynecology in the State of Maryland; provided, however, that as used in this Paragraph (a), the term "employees" shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional obstetrics and gynecology service to the public for which a license or other legal authorization is required.

(b) Secondly, to invest its funds in real estate, mortgages, stocks, bonds, and any other types of investment, and to own real and personal property necessary for the rendering of the professional medical services.

(c) To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and as limited by the Professional Service Corporation Act.

FOURTH: The post office address of the principal office of the Corporation in this State is 201 S. Cleveland Avenue, Suite 405, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Thomas L. Goodin, M.D., 201 S. Cleveland Avenue, Suite 405, Hagerstown, Maryland 21740. Said agent is an individual actually residing in this State.

71818273

8929 8863

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, at \$.01 par value, and having an aggregate par value of \$50.00.

SIXTH: The number of directors of the Corporation shall be one (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The name of the director, who shall act until the first annual meeting or until his successor or successors is duly chosen and qualifies is Thomas L. Goodin, M.D.

SEVENTH: No Stockholder of the Corporation shall have any preferential or pre-emptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Board of Directors from time to time may determine.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 30<sup>th</sup> day of June, 1987.

*Katherine Karker-Jennings* (SEAL)  
Katherine Karker-Jennings

1826k/1



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 06 COUNTY 71

# \_\_\_\_\_  P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code 24

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

TOTAL FEES 48 Check \_\_\_\_\_ Cash

\_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: A

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
THOMAS L. GOODIN, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 30, 1987 AT 10:39 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

5.00  
D2368421

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
FRANK, BERNSTEIN, CONAWAY  
& GOLDMAN  
300 E LOMBARD STREET  
BALTIMORE MD 21202

002C3010072

A 235015



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2989 2562

RECORD 5.00  
A STAMPS 5.00  
01987 9-17 P1:44

Received For Record September 17, 1987 at 1:44 oclock pm liber 38

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

7/1/87 at 10:12 .m.

ANN'S ENTERPRISES, INC.

A Maryland Close Corporation,  
Organized Pursuant to Title 4 of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virture of the General Laws of the State of Maryland.

SECOND: The name of the corporation is Ann's Enterprises, Inc. (hereinafter called the "Corporation").

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The purposes for which the Corporation is formed are:

1. To engage in the business of preparing, serving, and selling food to the public, including but not limited to operation of a restaurant; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

2. To do anything permitted a corporation by the General

71823267

2533 0571  
1987 0141

Laws of the State of Maryland, as amended from time to time.

✓  
 FIFTH: The post office address of the principal office of the Corporation is 6 Rochester Place, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Ann M. Wooster, 6 Rochester Place, Hagerstown, Maryland 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Ann M. Wooster.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 30th day of June, 1987.

WITNESS:

Carolyn D. Spigler

William McC. Schildt

2933 0972

2931 0142



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock  Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Strite, Schildt & Varner  
138 W. Washington St.  
Suite 200  
Hagerstown, Md 21740

TOTAL FEES 40

Check \_\_\_\_\_ Cash

\_\_\_\_\_ Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
ANN'S ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 1, 1987 AT 10:12 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 20

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2371060

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
STRITE, SCHILDT & VARNER  
138 W. WASHINGTON STREET  
SUITE 200  
HAGERSTOWN MD 21740

004C3010336

A 235236



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1987 0870

Received For Record September 17, 1987 at 1:44 oclock pm  
Liber 38

STATE DEPT. RECORD 5.50  
A 5161CHCK 5.50  
01987 9-17 P1:44  
7/16/87  
9/26

ARTICLES OF INCORPORATION

OF

TENDER LOVING HOME CARE, INC.

J.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Richard F. McGrory, whose business address is 100 West Washington Street, Hagerstown, Washington County, Maryland 21740, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, by the execution, acknowledgment and filing of these Articles intend to form a Corporation.

SECOND: That the name of the corporation, which is hereinafter referred to as "Corporation," is:

TENDER LOVING HOME CARE, INC.

THIRD: The purposes for which said Corporation are formed and the business or objects to be carried on and promoted by it are as follows:

A. To engage in, conduct, solicit, render, provide medically oriented skilled and non-skilled care and services to and for individuals with said services including but not limited to feeding, bathing, maintaining limited custodial care to said individuals and offering supplies and equipment when needed and necessary in the rendition of said services and care.

B. To purchase, lease or otherwise acquire real property, machinery, equipment, tools, motor vehicles and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned commercial/retail business.

1987 JUN 25 A 9 28



71878123

2933 2079

2521

-2-

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, liabilities thereof, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district colony or dependency of the United States of America or of any foreign country; and while the owner or holder of any such shares of stock voting trust certificates, bonds or other obligations to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the Stockholders of this Corporation.

E. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by

1932 2080

1931 1140

mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

✓ FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 2713 Buford Drive, Williamsport, Washington County, Maryland 21795. The Resident Agent of the Corporation is Mary Ann Brubaker, whose Post Office address is 2713 Buford Drive, Williamsport, Washington County, Maryland 21795. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors. They are Mary Ann Brubaker, Clarence E. Brubaker and Viola G. Smith. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be less than three (3).

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100) each, having an aggregate par value of One Hundred

2533 2061

2531 1141

Thousand Dollars (\$100,000). Each share of Common Stock shall be entitled to one (1) vote.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

C. The Board of Directors shall have authority to exercise, without a vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or net profits in purchasing or acquiring any of its bonds or other evidences of indebtedness, to such extent and in

2933 2081

2931 1192

such manner and upon such lawful terms as the Board of Directors shall deem expedient.

EIGHTH: 1. As used in this Article EIGHTH, any word or words that are defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any Corporate Representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate Representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that, to the extent a Corporate Representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in Subsection (b) or (c) of the Indemnification Section, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that Indemnification of such Corporate Representative other than a present or former Director or Officer is proper in the circumstances.

NINTH: No contract or other transaction between the Corporation and any other corporation or corporations, and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the Directors or Officers of this Corporation is or are interested in or is or are Directors or Officers of such other corporation or corporations; and any Director or Officer, or Directors or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any Director or Officer, or Directors or Officers, of this Corporation is or are a party or parties to or

2933 2083

2931 1143

interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on June 24<sup>th</sup> 1987.

WITNESS:

Kathy A. Schleigh                      Richard F. McGrory  
Richard F. McGrory

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on June 24<sup>th</sup>, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard F. McGrory, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



Kathy A. Schleigh  
Notary Public

My Commission Expires  
July 1, 1990

3953 2084

3931 1144



DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>22</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Urner, MCGRODY, Ngira, Bartol  
& Schaefer  
100 W. Washington St  
Hagerstown, Md. 21740

TOTAL FEES 44  
 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
TENDER LOVING HOME CARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 6, 1987 AT 9:26 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 22

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 22  
5150

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2372514

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED SEP 25 1987  
URNER, MCCRODY, NAIRN, BARTON &  
SCHAEFER  
100 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

006C3010481

A 235359



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2977 2078

APPROVED FOR RECORD

7/6/87 at 9:26 .m.

RECORD 5.00  
A 5162CHOK 3.00  
01927 9-17 P1:45

Received For Record September 17, 1987 at 1:45 o'clock pm liber 38

ARTICLES OF INCORPORATION

J

POTOMAC VALLEY HEALTH CARE ASSOCIATION, INC.

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is Potomac Valley Health Care Association, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of developing, implementing, and conducting health care delivery systems which provide medical care at reasonable cost and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes and not specifically prohibited by law.

FOURTH: The address of the principal office of the Corporation in Maryland is 138 West Washington Street, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation is William McC. Schildt, 138 West Washington Street, Hagerstown, Maryland 21704. The Resident Agent is a citizen of and actually resides in the State of Maryland.

71878131

2932 1396

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares, all of one class called Common Stock. The par value of each share of Common Stock is Ten Dollars (\$10.00) and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be seven (7), until changed as provided by the Bylaws of the Corporation. The names of the directors to serve until the first annual meeting of the stockholders and until their successors are elected and qualify are John W. Clark, Allen W. Ditto, J. Ramsay Farah, Eldon L. Hawbaker, John R. Marsh, William G. Plavcan, and Otto Roza.

SEVENTH: Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all votes entitled to be cast on the matter shall be sufficient, valid, and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(1) amendment of the charter of the Corporation, including these Articles of Incorporation;

(2) consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(3) merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(4) sale, lease, exchange, or other transfer of all or substantially all of the assets of the Corporation, including its goodwill and franchises;

(5) participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and

(6) liquidation, dissolution, or winding-up of the Corporation.

EIGHTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such person.

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 30th day of June, 1987.

WITNESS:

Carolyn D. Spidgen

William McC. Schildt

2932 1398



STATE OF MARYLAND  
**State Department of Assessments and Taxation**

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	
13	_____	_____ Certified Copy _____	
56	_____	Foreign Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

MAILED SEP 25 1987  
 MAIL TO ADDRESS: \_\_\_\_\_  
Strite, Schildt & Varner  
138 W. Washington St.  
Suite 200  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
POTOMAC VALLEY HEALTH CARE ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 6, 1987 AT 9:25 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2373413

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
STRITE, SCHILDT & VARNER  
138 WEST WASHINGTON STREET  
SUITE 200  
HAGERSTOWN MD 21740

007C3010571

A 235452



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER FOLIO.

Received For Record September 17, 1987 at 1:45 o'clock pm liber 38

7/7/87 at 9:26

LEEMAX CORPORATION

ARTICLES OF INCORPORATION  
including election to be a Close Corporation

FIRST: I, William Lee Smith, whose post office address is Route 3, Box 57, Boonsboro, Washington County, Maryland 21713, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is LeeMax Corporation.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the Corporation is formed are:

- (1) To sell and install floor coverings and engage in interior decorating.
- (2) To sell and construct fiber glass and concrete swimming pools and spas.
- (3) To manufacture rubber products for industry.
- (4) To do anything permitted under Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 146 South Main Street, Boonsboro, Washington County, Maryland 21713. ✓  
The name and post office address of the Resident Agent of the Corporation in Maryland is William Lee Smith, Route 3, Box 57, Boonsboro, Washington County, Maryland 21713. ✓  
Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of a par value of Ten Dollars (\$10.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00).

1987 JUN 25 A 9 24

RECORDED  
INDEXED  
SEP 17 9-17 PM '87

1987 JUN 25

The Board of Directors have determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244 (c) (1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244 (c) (1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed \$100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further.

RESOLVED, that the proper officers of the corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director, whose name is William Lee Smith.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of June, 1987, and I acknowledge the same to be my act.

WITNESS:

Karen M. Poet

William Lee Smith  
William Lee Smith

1987 1278



DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 21

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	Corp. Good Standing
	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED SEP 25 1987  
MAIL TO ADDRESS: \_\_\_\_\_

Saylor + Warty  
123 W. Washington St.

Hagerstown, Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES 40 Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: A

ARTICLES OF INCORPORATION  
OF  
LEEMAX CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 7, 1987 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

5.00

D2374114

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
KAYLOR & WANTZ  
123 WEST WASHINGTON STREET  
HAGERSTOWN MD 21740

008C3010641

A 235781



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2934 1270

Received For Record September 17, 1987 at 1:45 o'clock pm

liber 38

ARTICLES OF INCORPORATION  
OF  
MARYLAND AIR INDUSTRIES, INC.

RECORD 5.00  
A 5164CHCK 5.00  
01987 9-17 P1:45

THIS IS TO CERTIFY:

FIRST: WE, THE SUBSCRIBERS, Bobby M. Hill, whose post office address is 10917 Whiterim Drive Potomac, Maryland 20854, and Bonnie L. Hill, whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854, both being citizens of the United States, and both being at least 21 years of age, do, under and by virtue of the General Laws of the State of Maryland and amendments thereto authorizing the formation of corporations, associate ourselves with the intention of forming a corporation for the promotion and conduct of the purposes and objects herein stated, by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is herein after called the "Corporation") is:

MARYLAND AIR INDUSTRIES, INC.

THIRD: The purposes for which the Corporation is formed, the powers of the Corporation and the business and objects to be promoted and carried on by it are as follows:

A. To acquire, own, repair, service, lease, mortgage, convey or assign in trust, occupy, use, manage, develop, deal in or with, sell or otherwise dispose of any interest in aircraft, parts, or related contract services.

B. Exercise generally the powers set forth in this charter and those granted by law.

C. Do every other act not inconsistent with law.

FOURTH: The post office address of the principal place of business in the State of Maryland shall be addressed to the corporation c/o Topflight Airpark, Route 6, Showalter Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Bobby M. Hill whose post office address is 10917 Whiterim Drive, Potomac, Maryland 20854. Said resident agent is a citizen of the State of Maryland and resides at the aforesaid address.

FIFTH: The Corporation shall have not less than three (3) nor more than seven (7) directors. The names and post office addresses of the original Directors who act as such until the first annual meeting or until their successors are duly chosen and qualified are:

<u>Names</u>	<u>Addresses</u>
Barrie M. Peterson	1424 Davis Ford Road, Suite 18 Woodbridge, Virginia 22192
Angus L. McLean	8413 Georgian Way Annandale, Virginia 22003
Bobby M. Hill	10917 Whiterim Drive Potomac, Maryland 20854

SIXTH: The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one thousand (1,000) shares, without par of a class designated "Common Stock".

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

7/9/87 at 9:26 a.m.

1987 JUL - 9 - 706 1891

IN WITNESS WHEREOF, We, being all of the above named incorporators do hereby set our Hands and Seals this 29th day of May, 1987.

WITNESS:

Judith A. Hoopes

Bonnie L. Hill  
BONNIE L. HILL

Judith A. Hoopes

Bobby M. Hill  
BOBBY M. HILL

STATE OF VIRGINIA  
COUNTY OF PRINCE WILLIAM, to-wit:

I hereby certify that on this 29th day of May, 1987, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bonnie L. Hill and acknowledged the foregoing Articles of Incorporation to be her respective act.

AS WITNESS, my hand and Notarial Seal, the day and year last above written.

Eileen P. [Signature]  
Notary Public



My commission expires: 2/20/88

STATE OF VIRGINIA  
COUNTY OF PRINCE WILLIAM, to wit:

I hereby certify that on this 29th day of May, 1987, before me, the subscriber, a Notary Public of the State of Virginia, in and for the County of Prince William, personally appeared Bobby M. Hill and acknowledged the foregoing Articles of Incorporation to be his respective act.

AS WITNESS, my hand and Notarial Seal, the day and year last above written.

Eileen P. [Signature]  
Notary Public



My commission expires: 2/20/88



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

53

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Foreign Penalty, For. Supplemental Cert., Cert. of Conveyance, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standing, Foreign Corporation Registration, Other.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code

ATTENTION:

MAILED SEP 25 1987

MAIL TO ADDRESS:

Maryland Air Industries, Inc
1424 DAVIS FORD ROAD
Woodbridge, Va. 22192
Attn: Bobby M. Hill

TOTAL FEES

48 Check Cash

Documents on checks

NOTE:

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
MARYLAND AIR INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 9, 1987 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2375459

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
MARYLAND AIR INDUSTRIES, INC.  
ATTN: BOBBY M. HILL  
1424 DAVIS FORD ROAD  
WOODBIDGE VA 22192

009C3010775

A 235638



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2071 2164

Received For Record September 17, COUREX, INC.  
1987 at 1:46 o'clock pm libe

ARTICLES OF INCORPORATION

2/15/87 8:05

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is

COUREX, Inc.

THIRD: The purpose or purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are James Eaborn, Michael J. Schlenger, and Eugene R. Eaborn.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

71968111

1987 JUL 15 P 8:05  
RECORDED  
5:00  
5:05  
9-17 P1:45

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding

stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be two-thirds (2/3) of the votes entitled to be cast thereon, or, if two or more classes of stock are entitled to vote separately, thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of

conduct set forth in this subsection.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14<sup>th</sup> day of July, 1987 and I acknowledge the same to be my act.

WITNESS:

Julith A. Butts

Dixie C. Newhouse  
Dixie C. Newhouse



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

21

#

P.A

Religious

Close



Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Req.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Creeger + Newhouse
60 N. 1417

Hagerstown, Md 21741

TOTAL FEES

40

Check

Cash

Documents on checks

NOTE:

APPROVED BY:

A

ARTICLES OF INCORPORATION  
OF  
COUREX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 15, 1987 AT 8:05 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\_\_\_\_\_ 02377976 \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
CREAGER & NEWHOUSE, P.A.  
P. O. BOX 1417  
HAGERSTOWN MD 21741

012C3011027

A 236047



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 1987-1103

ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSOCIATIONS

BOB FORCINI MASONRY, INC.

(A CLOSED CORPORATION)

RECORD 5.00  
A 5166CHCK 5.00  
01987 9-17 P1:46

7-22-87 at 9:17u .m.

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS BOB FORCINI MASONRY, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED CORPORATION AS AUTHORIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND AS AMENDED.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) TO ENGAGE IN MASONRY AND HOME CONSTRUCTION.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) THE AFORESAID ENUMERATION OF THE PURPOSES, OBJECTS AND THE BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS IN ANY MANNER TO LIMIT OR TO RESTRICT THE GENERALITY OF ANY OTHER PURPOSES, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

1987 JUL 22 A 9:17

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS LOT 28 DAVIDSON DRIVE, SHARPSBURG, MARYLAND, 21782. THE RESIDENT AGENT OF THE CORPORATION IS ROBERT L. FORCINI, WHOSE POST OFFICE ADDRESS IS LOT 28 DAVIDSON DRIVE, SHARPSBURG, MARYLAND, 21782. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

(2)

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE ONE (1) UNTIL A DIRECTOR'S ORGANIZATIONAL MEETING IS HELD AND AT LEAST ONE SHARE OF STOCK ISSUED, AT WHICH TIME THE CORPORATION ELECTS TO HAVE NO BOARD OF DIRECTORS PRUSUANT TO SECTION 4-302, CORPORATIONS AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE ROBERT L. FORCINI.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLE OF INCORPORATION THE 20th DAY OF JULY 1987.

*Timothy Alan Davis*  
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 20th DAY OF JULY 1987, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1st , 1990.

*Margaret G. Dibert*

NOTARY PUBLIC

MARGARET G. DIBERT





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Robert Forcini  
Lot 28 Davidson Dr.  
Sharpsburg, Md 21782

TOTAL FEES

40

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks \_\_\_\_\_

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

62

38

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 38 FOLIO 62  
LAND   
DENNIS J. WEAVER, CLERK

CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
BOB FORCINI MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 22, 1987 AT 9:17 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID.

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ 20

\$ 20

\$

5.00

02381390

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
ROBERT L. FORCINI  
LOT 28 DAVIDSON DRIVE  
SHARPSBURG MD 21782

01703011389

A 237711



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 1059

Received For Record September 17, 1987 at 1:53 o'clock pm liber 38 PSP LTD.

APPROVED FOR RECORD

7/22/87 at 8:30

ARTICLES OF INCORPORATION

5.00  
5.00  
01987 9-17 1:53

P

FIRST: I, RALPH L. SHARRETT, whose post office address is 1317 Dual Highway, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: PSP Ltd.

THIRD: The purposes for which the Corporation is formed are:

(1) To own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects above mentioned.

(2) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or assessors used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles; and to engage in any other lawful purpose and business.

72038151

2936 2631

(3) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1333 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Million (1,000,000) shares of common stock of a par value of One Dollar per share or an aggregate par value of One Million Dollars (\$1,000,000) all of one class (the "common stock").

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

1988 JUL 22 A 8 54

The names of the directors who shall act until the first annual meeting or until his successors are duly chosen and qualified are: Ralph L. Sharrett.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stocks of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by setting or changing in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

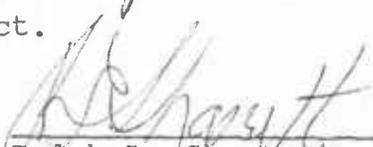
(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value

of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20 day of July, 1987, and I acknowledge the same to be my act.

  
Ralph L. Sharrett



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>200</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>15</u>	<u>2</u> Certified Copy <u>8</u>
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Ralph France II  
81 W. Washington St  
Hagerstown MD  
21740

TOTAL FEES 235  
 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: PCM

38  
66

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

LIBER 38 FOLIO 66  
LAND   
DENNIS J. WEAVER, CLERK

CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
PSP LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 22, 1987 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED

5

ORGANIZATION AND CAPITALIZATION FEE PAID	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>200</u>	\$ <u>20</u> <u>5.00</u>	\$ _____
	<u>D2332174</u>	

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
RALPH H. FRANCE, II, ESQUIRE  
81 WEST WASHINGTON STREET  
HAGERSTOWN MD 21740

018C3011447

A 237786



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2936 2630

Received For Record September 17, 1987

at 1:53 o'clock pm liber 38

APPROVED FOR RECORD  
7/22/87 at 8:55

APUS, INC.  
ARTICLES OF INCORPORATION

RECORD 5.00  
A 5175000 5.00  
01987 9-17 P1:5

FIRST: I, DANIEL P. ALLER, whose post office address is 645 Oak Hill Avenue, Hagerstown, MD 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation ") is APUS, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code , and more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by request, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such

1988 JUL 23 8:55

72088100

2937 0336 /

property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to the Internal Revenue Code, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of then; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of except purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

2937 0337

To operate an independent living home for persons without regard to sex, race, religious affiliation, or ethnic background, between the ages of 16 and 21, from broken homes, or those guilty of minor delinquency charges, in order to teach them living and job skills.

FOURTH: The post office address of the principal office of the Corporation in this State is 645 Oak Hill Avenue, Hagerstown, MD 21740. The name and post office of the Resident Agent of the Corporation in this State are DANIEL P. ALLER, 645 Oak Hill Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State. ✓

FIFTH: The Corporation is not organized for profit, it shall have no capital stock and shall not be authorized to issue capital stock. The number and qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Daniel P. Aller  
Mark E. Gruner  
Kathleen M. Snyder

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

2937 0338

NINTH: In these Articles of Incorporation.

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under the Internal Revenue Code as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in the Internal Revenue Code but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

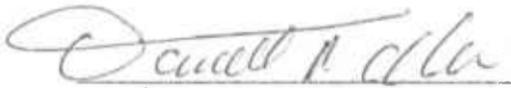
(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of

2937 0339

the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6<sup>th</sup> day of July, 1987, and I acknowledge same to be my act.

 (SEAL)  
Daniel P. Aller



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

77

DOCUMENT CODE 02 B BUSINESS CODE 04 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

TOTAL FEES 40  
\_\_\_\_\_ Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

Code \_\_\_\_\_  
ATTENTION: \_\_\_\_\_

MAILED SEP 25 1981

MAIL TO ADDRESS:  
Omer Kaylor  
123 W. Washington St  
Hagerstown, Md  
21740

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
APUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 22, 1987 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ 20

\$ 20  
5.00

\$ \_\_\_\_\_

D2382679

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
OMER KAYLGR  
123 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

018C3011497

A 237828



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO 237 0335

5.00  
5.00  
0175000  
01987 9-17 1153

Received For Record September 17, 1987 at 1:53 o'clock pm liber 38

ARTICLES OF INCORPORATION  
OF  
BENCHMARK QUALITY HOMES, INC.  
(A Maryland Close Corporation)

FIRST: I, GARY R. BENCHOFF, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is BENCHMARK QUALITY HOMES, INC.

The Corporation shall be a general corporation as authorized by Title Four of the Corporation and Associations Article of the Annotated Code of Maryland, as amended.

THIRD: The purposes for which the Corporation is formed are:

1. To engage in the business of real estate construction and development including, but not limited to, the building of residential and commercial buildings and land development, and any other lawful act.
2. And generally to do anything permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is 138 W. Washington Street, Suite 206, Hagerstown, Maryland 21740. The name of the resident agent is Gary Benchoff whose address is 231 E. Potomac Street, Williamsport, Maryland 21794, and he actually resides thereat.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) and of one class.

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be One (1) director whose name is Gary R. Benchoff.

MARYLAND DEPARTMENT OF REVENUE AND TAXATION  
APPROVED FOR RECORD  
2937 2933  
7-23-87 9:00

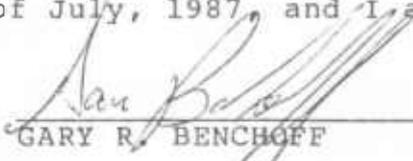
72048105

SEVENTH: (1) As used in this Article Seventh, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of July, 1987, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
GARY R. BENCHOFF

STATE OF MARYLAND :  
: s.s.  
COUNTY OF MONTGOMERY :

On this 20th day of JULY, 1987, before me, the undersigned officer, personally appeared GARY R. BENCHOFF, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he has executed the same for the purpose therein contained.

My Commission Expires:  
7/1/90

*Cynthia R. Papproth*  
NOTARY PUBLIC  




STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 B

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
72		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Robert Wilson  
8937 Shady Grove Ct  
Gaithersburg Md  
20877

TOTAL FEES

40

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks \_\_\_\_\_

NOTE: \_\_\_\_\_

APPROVED BY: PCM

ARTICLES OF INCORPORATION  
OF  
BENCHMARK QUALITY HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 23, 1987 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID.	SPECIAL FEE PAID:
\$ _____ 20	\$ _____ 20	\$ _____
	5.00	
	<u>D2383693</u>	

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
ROBERT T. WILSON  
8937 SHADY GROVE COURT  
GAITHERSBURG MD 20877

019C3011599

A 237960



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2937 2832

Received For Record September 17, 1987 at 1:54 o'clock pm liber 38

ARTICLES OF INCORPORATION

OF

GOSPEL LIGHT TABERNACLE, INC.

STATE DEPARTMENT OF COMMERCE AND TREASURY

THIS IS TO CERTIFY:

APPROVED AND RECORDED

FIRST 7-28-87 at 9:33a .m.

That we, the subscribers, Merle Leon Trail, Sr. of Route 2, Box 315, Hancock, Maryland 21750; John Aaron Fletcher, of Route 2, Box 43, Hancock, Maryland 21750; Cy Edward Maslauskas of Route 1, Box 513, Berkeley Springs, West Virginia 25411; and Randall Lynn Trail, of Route 2, Box 130P, Berkeley Springs, West Virginia 25411, all being of full legal age and sui juris, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a religious corporation.

SECOND

The name of the Corporation (hereinafter called the "Corporation) is "GOSPEL LIGHT TABERNACLE, INC."

THIRD

The post office address of said Corporation shall be Route 2, Box 315, Hancock, Maryland 21750.

FOURTH

The resident agent of said Corporation shall be Merle L. Trail, Sr. of Route 2, Box 315, Hancock, Maryland 21750, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The duration of the Corporation shall be perpetual.

1987 JUL 28 A 9:33

RECORDED  
A 5177084  
01987 9-27  
1831  
2-50  
1-50  
P1:54

## SIXTH

The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are as follows:

The Corporation shall be operated to maintain a place for the worship of Almighty God, our heavenly Father, to provide a place for Christian fellowship for those of like precious faith, to propagate the gospel of Jesus Christ both at home and abroad, and to perform Christian marriage ceremonies and Christian burials.

## SEVENTH

The Corporation shall have the right to acquire by purchase, devise, bequest, gift, lease or in any other manner and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

## EIGHTH

The Corporation is being formed solely for religious, educational and social purposes and shall have no capital stock, and no part of the assets of the Corporation shall inure to the private benefit of any individual, except in payment for authorized services for the administration and conduct of the affairs of the Corporation, or in carrying out its religious, educational and social purposes.

## NINTH

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## TENTH

The Corporation shall have all the general powers conferred upon like corporations by the Public General Laws of the State of Maryland, and all amendments thereof, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred upon it by law.

## ELEVENTH

In the event of dissolution of the Corporation by voluntary action or by operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees of the Corporation, or the survivors of them, or such other person or persons as shall be duly and legally authorized to do so, and after the payment of all debts and legal obligations of said Corporation, the balance remaining, if any, shall be distributed to:

- (1) Free Gospel Bible Institute, Inc. of Export, Pennsylvania, a Pennsylvania non-profit educational corporation; or
- (2) A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing, or to the United States or the District of Columbia, to be used exclusively for public purposes; or
- (3) A Corporation, trust, or community chest, fund or foundation:
  - a. Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;
  - b. Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;
  - c. No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
  - d. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above, shall be used within the United States, or any of its possessions, exclusively for the

purposes specified in sub-paragraph "b".

#### TWELFTH

The estate, property, interests and business of the Corporation shall be held and managed by a Board of four (4) Trustees, and Merle Leon Trail, Sr., John Aaron Fletcher, Cy Edward Maslauskas, and Randall Lynn Trail shall serve as Trustees until their successors are duly chosen as hereinafter provided. The number of Trustees and their terms of office may be changed from time to time by by-laws of the Corporation duly enacted by the members thereof. At the first annual meeting of the Corporation, one of the said Trustees shall be elected for a term of one year, two for a term of two years and one for a term of three years, and thereafter Trustess shall be elected to fill vacancies created by the expirations of terms for a period of three years; that all Trustees shall hold office and continue to serve until their successors are duly elected and qualified. In the event of death, resignation, withdrawal or disqualification for any reason of any duly elected Trustee, a Trustee shall be elected to fill the unexpired term by a majority vote of the remaining Trustees.

In order to be eligible to vote at the annual meeting for the election of trustees, a person must be a member in good standing of the Corporation, and be at least eighteen (18) years of age.

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The President and Vice President shall be elected annually by the Board of Trustees from the members thereof at the first meeting of said Board of Trustees after their election, which meeting shall be held within one month after said election. The Secretary and Treasurer shall be elected annually by the Board of Trustees from the members of the Corporation. Said officers shall perform the duties usually assigned

to their respective offices. The Board of Trustees shall meet at regular intervals for the discharge of their duties, and special meetings thereof may be called at the request of the President or of a majority of the Board of Trustees.

In order to qualify for election as Trustees or officers, a person must be at least twenty-one (21) years of age and have been a member in good standing of the Corporation for at least one (1) year immediately preceding election.

#### THIRTEENTH

That said Board of Trustees shall be the custodian of all of the property of the Corporation and shall be responsible for the maintenance of the same. They shall manage said property as in their judgment and discretion they deem advisable to promote the best interest and welfare of said Corporation, subject to the provisions hereof and the laws of the State of Maryland.

#### FOURTEENTH

That all funds belonging to said Corporation shall be deposited in the corporate name in such bank or banks as the majority of the Trustees may, from time to time, deem advisable and shall be subject to withdrawal by checks signed by the Treasurer of said Corporation and countersigned by the President or Vice President of said Corporation.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this 27 day of JULY, A.D., 1987.

ATTEST:

M.C. Landis

Merle Leon Trail, Sr. (SEAL)  
Merle Leon Trail, Sr.

John Aaron Fletcher (SEAL)  
John Aaron Fletcher

2938 1835

M.C. Landus

Cy Edward Maslauskas (SEAL)  
Cy Edward Maslauskas

Randall Lynn Trail (SEAL)  
Randall Lynn Trail

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 27 day of July, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Merle Leon Trail, Sr., John Aaron Fletcher, Cy Edward Maslauskas, and Randall Lynn Trail, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.



Maurice C. Landus  
Notary Public

My Commission Expires: 7/1/90



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 (w) BUSINESS CODE 16 COUNTY 71

# \_\_\_\_\_ P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>10</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
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NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_  
Merle Trail Sr  
Rt 2 Box 315  
Hancock, Md 21750

NOTE: \_\_\_\_\_

TOTAL FEES 30

\_\_\_\_\_ Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
GOSPEL LIGHT TABERNACLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 28, 1987 AT 9:33 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_ 20 \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 10 \_\_\_\_\_

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

2.50  
D2384931

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED SEP 25 1987

RETURN TO:  
MERLE L. TRAIL, SR.  
ROUTE 2, BOX 315  
HANCOCK

MD 21750

021C3011723

A 238088



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 1830

Received For Record September 17, 1987 at 1:54 o'clock pm liber 38

JEFFERSON HEIGHTS TOWNE AND COUNTRY SUPER THRIFT, INC.

CERTIFICATE OF CORRECTION

Jefferson Heights Towne and Country Super Thrift, Inc., a Maryland Corporation, having its principal place of business in Washington County, State of Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation that:

FIRST: Francis A. Ferruccio and Michael R. Linkous, the subscribers to the Certificate, did on the 27th day of May, 1987, execute Articles of Incorporation for Jefferson Heights Towne and Country Super Thrift, Inc.

SECOND: Said Articles of Incorporation were received and approved by the State Department of Assessments and Taxation on May 27, 1987, at 10:30 a.m.

THAT WE, the subscribers, Francis A. Ferruccio and Michael R. Linkous, did make an error in the Articles of Incorporation hereinabove referred to in that the correct name of the Corporation is Jefferson Heights Towne and Country Supermarket, Inc.

IN WITNESS WHEREOF, We do hereby acknowledge the Article of Correction to be our act this 26th day of June, 1987.

POOLE & POOLE, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN TRUST BUILDING  
31 WEST WASHINGTON STREET  
HAGERSTOWN, MD 21740

APPROVED FOR RECORD  
6/29/87 at 9:03 a.m.

71808223 90-6 A 9-03  
1987 JUN 29 9 03 AM '87

RECORD  
A 5178CHCK  
01987 9-17 P1:54  
1:55  
1:58  
P1:54

0990 0881

WITNESS:

Francis A. Ferruccio (SEAL)  
Francis A. Ferruccio

Judith A. Boyer

Michael R. Linkous (SEAL)  
Michael R. Linkous

Judith A. Boyer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 26<sup>th</sup> day of June, 1987, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared FRANCIS A. FERRUCCIO and MICHAEL R. LINKOUS, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that the matters and facts set forth in the foregoing Article of Correction are true and correct to the best of their knowledge, information and belief.

WITNESS my hand and official notarial seal.

Judith A. Boyer  
Notary Public

My Commission Expires: 7/1/90



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 17A0

BUSINESS CODE \_\_\_\_\_

COUNTY \_\_\_\_\_

# D 2349371

\_\_\_ P.A. \_\_\_ Religious \_\_\_ Close \_\_\_ Stock \_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>6</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	___ Certified Copy ___
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>5</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	___ Corp. Good Standing
NA	_____	Foreign Corporation Registration
___	_____	Other _____
___	_____	Other _____

TOTAL FEES 11

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

Name Change (New Name) Jefferson Heights Town and Country Supermarket, Inc.

- Change of Name
- \_\_\_ Change of Principal Office
- \_\_\_ Change of Resident Agent
- \_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED SEP 27 1987

MAIL TO ADDRESS: Francis Ferruccio  
1800 Homewood Rd  
Hagerstown, Md.  
21740

NOTE: \_\_\_\_\_

APPROVED BY: PCM

CERTIFICATE OF CORRECTION OF ARTICLES OF INCORPORATION  
OF  
JEFFERSON HEIGHTS TOWNE AND COUNTRY SUPER THRIFT, INC.

Changing its name to  
JEFFERSON HEIGHTS TOWNE AND COUNTRY SUPERMARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 29, 1987 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 6.00

1.50

SPECIAL  
FEE PAID:

\$ 5.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233491

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2930 0682

RECEIVED For Record September 17, 1987 at 1:54 o'clock pm liber 38

ARTICLES OF VOLUNTARY DISSOLUTION  
OF  
ALFONSO LAZO, M.D., P.A.

FIRST: The Corporation is hereby dissolved. *6-29-87 9:12a*

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 24 Spring Creek Road, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

Alfonso Lazo, M.D.  
24 Spring Creek Road  
Hagerstown, MD 21740

FOURTH: The names and addresses of each Director of the Corporation are as follow:

- a. Alfonso Lazo, M.D.  
24 Spring Creek Road  
Hagerstown, MD 21740
- b. Jeannine G. Lazo  
24 Spring Creek Road  
Hagerstown, MD 21740

RECD 1987 JUN 29 A 9:12  
A 5178 CHECK 5.00  
9-17 P1:54

FIFTH: The name, title and post office address of each officer of the Corporation are as follows:

Alfonso Lazo, M.D. President & Treasurer  
24 Spring Creek Road, Hagerstown, MD 21740

Jeannine G. Lazo Secretary  
24 Spring Creek Road, Hagerstown, MD 21740

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized by the holders of all the issued and outstanding stock by the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations

71898451



2930 hand

which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF: Alfonso Lazo, M.D., P.A., a Maryland professional corporation has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 20 day of October, 1986.

Attest to Signature and Corporate Seal:

Jeannine Lazo  
Secretary

By: Alfonso Lazo, M.D.  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 20 day of October, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Alfonso Lazo, President of Alfonso Lazo, M.D., P.A., a Maryland professional corporation, personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Harriet L. Bauman  
Notary Public

My Commission Expires: 1 July 1990

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 20 day of October, A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeannine G. Lazo, who made due oath in due form of law that she was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Harriet L. Bauman  
Notary Public

My Commission Expires: 1 July 1990

CITY OF HAGERSTOWN  
Office of the Treasurer & Tax Collector  
1 East Franklin Street  
Hagerstown, Maryland 21740  
(301) 790-3200 ext. 153

May 15, 1987

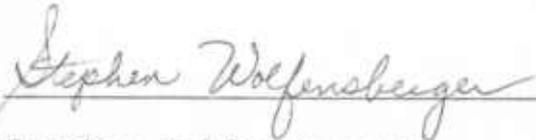
Meyers & Young, P. A.  
Attn: Nancy Boyer  
P.O. Box 1267  
Hagerstown, MD 21741-1267

RE: Tax Clearance - Alfonso Lazo, M.D. P.A.

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by:

Alfonso Lazo, M.D. P.A.

have been paid to and including fiscal year July 1, 1986 to June 30, 1987.



Stephen Wolfensberger,  
Treasurer and Tax Collector  
Hagerstown, Maryland

2930 0602



OFFICE OF  
**TODD L. HERSHEY**  
**COUNTY TREASURER**  
COURT HOUSE ANNEX  
HAGERSTOWN, MARYLAND 21740  
Telephone (301) 791-3173  
MARCOM 249-3173  
VOICE/TTY (301) 791-3175

RONALD L. BOWERS  
President  
RICHARD E. ROULETTE  
Vice President  
R. LEE DOWNEY  
LINDA C. IRVIN  
MARTIN L. SNOOK

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

May 26, 1987

RE: Alfonso Lazo, M.D., P.A.

This is to certify - That the books and records of the County Treasurer for Washington County show that there are no Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation by

Alfonso Lazo, M.D., P.A.

as of July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Todd L. Hershey, County Treasurer for Washington County, this 26th day of May, 1987.

Todd L. Hershey,  
Treasurer for Washington County,  
Maryland

mt

2030 0902



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
 LOUIS L. GOLDSTEIN TREASURY BUILDING  
 P.O. BOX 466 PHONE 974-3814  
 ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
 COMPTROLLER

J. BASIL WISNER  
 CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**  
 ARNOLD G. HOLZ CPA  
 DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ALFONSO LAZO, M.D., P.A.  
 have been paid.

WITNESS my hand and official seal this

15TH day of .JUNE A.D. 1987.

  
*Patricia A. Mehal*  
 DEPUTY COMPTROLLER  
 COMPTROLLER OF THE TREASURY

JUN 17 1987

2930 0904



DOCUMENT CODE

19

BUSINESS CODE

COUNTY

71

# 181375419

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Foreign Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
Other

Code

ATTENTION:

MAILED SEP 25 1987

MAIL TO ADDRESS:

Nancy Burner
PO Box 1267
Hagerstown Md

21741-1267

TOTAL FEES

50

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

NOTE:

ARTICLES OF DISSOLUTION  
OF  
ALFONSO LAZO, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 29, 1987 AT 9:12 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00 \_\_\_\_\_

\$ 30.00 \_\_\_\_\_

5.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233557

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2970 0899

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Received For Record September 17, 1987 at 1:55 o'clock pm liber 38

WALDRICH, INC. APPROVED FOR RECORD

7-2-87 at 11:30 a.m.

ARTICLES OF REVIVAL

Waldrich, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Waldrich, Inc.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Waldrich, Inc., which name complies with the provisions of the Corporations and Associations Articles of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 846 West Washington Street, Hagerstown, and said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Richard M. Greenwald, 746 Mt. Vernon Drive, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 17th day of June, 1987.

ATTEST:

WALDRICH, INC.

Brigitte E. Greenwald
Brigitte E. Greenwald
Secretary

By: Richard M. Greenwald
Richard M. Greenwald
President

RECORD 5.00
A 5180CHOK 5.00
01987 9-17 P1:55

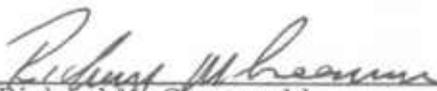
1987 JUL - 20 11:13 AM

71838335 71838331

2930 1012

THE UNDERSIGNED, the last acting President and Secretary of Waldrich, Inc., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: June 17th, 1987

  
Richard M. Greenwald  
President

  
Brigitte E. Greenwald  
Secretary

6131  
W-01.16

AFFIDAVIT FOR REVIVAL OF A CHARTER

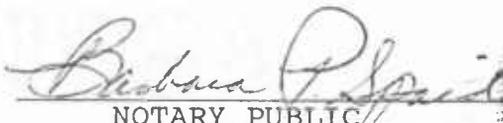
I, Richard M. Greenwald, President of Waldrich, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

  
Richard M. Greenwald,  
President

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that on this 26th day of June, 1987, before me, the undersigned Notary Public of the State of Maryland, personally appeared Richard M. Greenwald, and acknowledged himself to be the President of Waldrich, Inc., a Maryland corporation, and that he, as such President being authorized so to do, executed the foregoing instrument and made oath under the penalties of perjury by his signature as President that the matters and facts set forth in this Affidavit are true to the best of his knowledge, information and belief.

IN WITNESS MY Hand and Notarial Seal.

  
NOTARY PUBLIC (SEAL)  


My Commission Expires:  
July 1, 1990

Affidav. RMG



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 A BUSINESS CODE 03 COUNTY 71

# R0936757 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75	<u>30</u>	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation
600	<u>35</u>	Other <u>1986 late filing penalty</u>
		Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED SEP 25 1987

MAIL TO ADDRESS: \_\_\_\_\_

Gehardt & Smith  
The World Trade Center 9th fl  
Balt, Md 21202

TOTAL FEES 85  
 2 Check  Cash

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

ARTICLES OF REVIVAL  
OF  
WALDRICH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND July 2, 1987 AT 11:13 O'CLOCK a. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20

5.00

SPECIAL  
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 233626

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2930 1011

STATE DEPARTMENT OF ASSESSMENTS received For Redord September 17, 1987 at  
 AND TAXATION A Maryland Close Corporation 1:55 o'clock pm  
 Organized Pursuant to Title Four of liber 38  
 Corporations and Associations Article  
 of the Annotated Code of Maryland

APPROVED FOR RECORD

RECORD 5.00  
 A 5181CHCK 5.00  
 01987 9-17 P1:55

7-1-87

at

*9:00a*

**AMENDED ARTICLES OF INCORPORATION  
 OF**

**FRED D. GALLOWAY CONSTRUCTION CO., INC.**

FIRST: I, Fred D. Galloway, whose post office address is Route 1, Box 195-Z, Keedysville, Maryland 21756 and being at least Eighteen (18) years of age, pursuant to Section 2-603 of the Corporations and Associations Article of the Annotated Code of Maryland, there being no stock outstanding or subscribed for in the captioned corporation and no organizational meeting having been held, do hereby amend the Articles of Incorporation of Fred D. Galloway Construction Co., Inc., which was incorporated on May 22, 1987 to read as follows:

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is Fred D. Galloway Construction Co., Inc.

THIRD: The Corporation shall be a Close Corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the business of masonry and general construction.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 195-Z, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this State is Fred D. Galloway, Route 1, Box 195-Z, Keedysville, Maryland 21756. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock, having a par value of Ten Dollars (\$10.00) per share and the total aggregate par value of the stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00).

71828121

2930 2409

SEVENTH: The number of Directors shall be One (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the first Annual Meeting or until their successors are duly chosen and qualified, is Fred D. Galloway.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any Corporate representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such Corporate representative, other than a present or former Director or Officer, is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 26 day of JUNE, 1987, and I acknowledge the same to be my act and deed.

Fred D. Galloway  
Fred D. Galloway



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 10 BUSINESS CODE 03 COUNTY 71

# A 2348134 P.A. Religious  Close  Stock Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED SEP 25 1987

MAIL TO ADDRESS: \_\_\_\_\_

William Dairn  
100 W. Washington St.  
Hagerstown, Md 21740

TOTAL FEES 30  
 Check  Cash

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

AMENDED ARTICLES OF INCORPORATION  
OF  
FRED D. GALLOWAY CONSTRUCTION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND July 1, 1987 AT 9:00 O'CLOCK a. M. AS IN CONFORMITY  
Effective date May 22, 1987 at 9:59 a.m.  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20  
5.00

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 233680

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 17, 1987 at 1:55 oclock pm liber 38

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

CRAIG BLACKTOP & SEALING, INC.

RECORD 5.00  
5132CHCK 5.00  
01987 9-17 P1:55

APPROVED FOR RECORD  
AMENDED ARTICLES OF INCORPORATION

9-1-87 at 10:00a .m.

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby amending the Articles of Incorporation of Craig Blacktop & Sealing, Inc.

SECOND: The amended name of the Corporation (which is hereafter called the "Corporation") is

CRAIG SEALING, INC.

THIRD: The purpose or purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is Route 6, Box 33, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Roy A. Craig, Cindy L. Moats and Rosemary O. Castang.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

71828404  
2504

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(4) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights,

as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of any action to be two-thirds (2/3) of the votes entitled to be cast thereon, or, if two or more classes of stock are entitled to vote separately, thereon by two-thirds (2/3) of the votes entitled to be cast thereon by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no

reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.

(4) Any indemnification under paragraph 1 or 2 of this Article, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum

consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceedings, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 29<sup>th</sup> day of June, 1987 and I acknowledge the same to be my act.

WITNESS:

Suzanne M. Sapp

Dixie C. Newhouse  
Dixie C. Newhouse



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 10A

BUSINESS CODE 03

COUNTY 71

# 10 2155083

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	Corp. Good Standing
	_____	Foreign Corporation
	_____	Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) Craig Sealing, Inc.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_ ATTENTION: \_\_\_\_\_

MAILED SEP 25 1987

MAIL TO ADDRESS: Cramer + Newhouse, PA  
PO Box 1417  
Hagerstown, Md 21741

TOTAL FEES 20 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

AMENDED ARTICLES OF INCORPORATION

OF

CRAIG BLACKTOP & SEALING, INC.

Changing its name to

CRAIG SEALING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 1, 1987

AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
Effective 6/23 /86, at 9:29 AM

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ \_\_\_\_\_

51.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233729

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2972 2603

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Received For Record September 17, 1987 at 1:55 o'clock pm liber 38

ROSS GARMENT COMPANY, INC.

APPROVED FOR RECORD 7-8-87 at 9:00 a.m. RECORD 1:50 1:50 9-17 1:55

CERTIFICATE OF CORRECTION

Ross Garment Company, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: This Certificate of Correction corrects the Articles of Transfer (hereinafter referred to as the "Articles").

SECOND: The parties to the Articles of Transfer are: Transferor, Ross Garment Company, Inc., and Transferee, Jane E. Reeder.

THIRD: The Articles were filed for record with the State Department of Assessments and Taxation of Maryland on December 23, 1986.

FOURTH: As previously filed, Articles of Transfer paragraph Eight of the Article stated:

In consideration of the assignment by the Transferee to the Transferor of One Hundred Percent of the outstanding shares of stock of Ross Garment Company, Inc., the Transferor Corporation, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:" and thereafter the legal description for three parcels of real estate in Washington County, Maryland were recited.

FIFTH: Articles of Transfer paragraph Eight is to state:

In consideration of the assignment by the Transferee to the Transferor of One Hundred Percent of the outstanding shares of stock of Ross Garment Company, Inc., and in further consideration of the Transferee's assignment of all liabilities of the Transferor, including any contingent claims, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee its successors and assigns, all items of personal property both tangible and intangible owned by the Corporation and the following items of real property:" and thereafter the legal description for same three parcels of real estate in Washington County, Maryland should be set forth without change.

71898070

1987 1001

8-700 1987

SIXTH: This Certificate of Correction does not:

(1) Alter the wording of any resolution which was adopted by the Board of Directors or the stockholders of any party to the Articles; or

(2) Make any other change or amendment which would not have complied in all respects with the requirement of the Corporations and Associations Article of the Annotated Code of Maryland at the time the Articles were filed; or

(3) Change the effective date of the Articles; or

(4) Affect any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by the filing of this Certificate of Correction if the person having the right has not detrimentally relied on the Articles before said correction.

IN WITNESS, I, the President of Ross Garment Company, Inc. have signed this Certificate of Correction this 19th day of July, 1987, and I acknowledge the same to be my act.

WITNESS:

Susan E. Becker

Jane E. Reeder

Jane E. Reeder, President

Susan E. Becker

Alice M. Rhodes

Alice M. Rhodes, Secretary

THE UNDERSIGNED, Jane E. Reeder certifies that to the best of her knowledge, information and belief, the matters and facts set forth herein are true in all material respects, under the penalties of perjury.

Jane E. Reeder  
Jane E. Reeder

2977 1732



STATE OF MARYLAND  
 State Department of Assessments and Taxation  
 Gene L. Burner, Director

121

DOCUMENT CODE 17 BUSINESS CODE \_\_\_\_\_ COUNTY \_\_\_\_\_

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging  
 (Transferor) Ross Garment  
Company, Inc.  
(DO 185942)

Surviving  
 (Transferee) Jane E. Reeder

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	<u>6</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>8</u>	<u>1</u> Certified Copy <u>2f</u>	
56	_____	Foreign Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
	<u>5</u>	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	Code _____
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 19  
 Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

MAILED SEP 25 1987  
 MAIL TO ADDRESS: \_\_\_\_\_  
Russell Marks  
35 E. Wash. St.  
Hagerstown, Md  
21740

NOTE: certif of correct  
to act of transfer

CERTIFICATE OF CORRECTION OF ARTICLES OF TRANSFER

BETWEEN:

ROSS GARMENT COMPANY, INC. (A MD CORP.)  
TRANSFEROR

AND

JANE E. REEDER (AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 8, 1987

AT 9:00

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 6.00  
1.5

SPECIAL  
FEE PAID:

\$ 5.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233773

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2935 1330

Received for Record September 17, 1987 at 1:56 o'clock pm

liber 38

WASHINGTON COUNTY ARTS COUNCIL INC.

ARTICLES OF REVIVAL

FIRST: The Name of the corporation at the time the charter was forfeited was Washington County Arts Council Inc.

SECOND: The name which the corporation will use after revival is Washington County Arts Council Inc.

✓ THIRD: The name and address of the resident agent are Lieba Cohen, 1104 Hamilton Blvd., Hagerstown, MD 21740.

FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

FIFTH: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited.
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

✓ SIXTH: The address of the principal office in this state is 33 W. Washington Street, Hagerstown, Maryland 21740.

A 157080K 01987 9-17 11:54

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

7/10/87 at 8:50 A.M.

7191813C

1987 JUL 10 4 8 51

The last acting president, vice president, secretary, or treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

*Doris Heintz*

Director

*Anne B. Curran*

Director

*Sheehan*

Director

I, Downs Hewitt, Treasurer of Washington County Arts Council, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

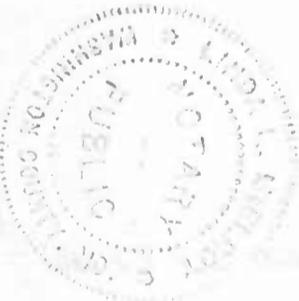
Downs Hewitt  
Downs Hewitt

I hereby certify that on 7/6/87 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County personally appeared Downs Hewitt and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Linda S. McElroy

My Commission expires My Commission Expires July 1, 1990





STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 18 P.A. BUSINESS CODE 04 COUNTY \_\_\_\_\_

# 00267823 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: Cindy S. Everly, Esq.

MAILED SEP 25 1987

MAIL TO ADDRESS: Irving + Everly  
64 W. Franklin Street  
Hagerstown, MD

TOTAL FEES \$30  
 Check \_\_\_\_\_ Cash

NOTE: 21740

APPROVED BY: [Signature]

ARTICLES OF REVIVAL  
OF  
WASHINGTON COUNTY ARTS COUNCIL INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 10, 1987 AT 8:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ 10.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY DRB

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 233791

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2935 0368

Received For Record September 17, 1987 at 1:56 o'clock pm liber 38

South Mountain Little League Inc.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION P.O. Box 31

Boonsboro, Maryland 21713-2005

APPROVED FOR RECORD

7-15-87 at 8:30a

June 11, 1987

State Of Maryland  
State Department of Assessments and Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

RECORD 5.00  
A 5185CHOK 5.00  
01987 9-17 P1:56

SOUTH MOUNTAIN LITTLE LEAGUE INC.  
Articles of Revival

- 1) The name of the corporation at the time the charter was forfeited was South Mountain Little League Inc.
- 2) The name which the corporation will use after revival is South Mountain Little League Inc.
- 3) The name and address of the resident agent are Raymond J. Harbin, 203 Della Lane, Boonsboro, Maryland 21713-2005.
- 4) These Articles of Revival are for the purpose of reviving the charter of the corporation.
- 5) The address of the principal office in this state is P.O. Box 31 Boonsboro, Maryland 21713-2005.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

*Raymond J. Harbin*  
Raymond J. Harbin  
Last Acting President

*Cindy K. Linton*  
Cindy K. Linton  
Last Acting Secretary

71978040

1987 0074

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, JOE HARBIN, PRESIDENT of SOUTH MOUNTAIN LITTLE LEAGUE  
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Joe Harbin  
(PRINT NAME BENEATH SIGNATURE)  
JOE HARBIN

I hereby certify that on July 10, 1987 before me, the  
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared  
(insert name or county for which notary is appointed)

Joe Harbin and made oath under the penalties of  
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal  
Maureen Boyer  
(Signature of notary public)

My Commission expires 07/01/90





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 04 COUNTY 71

# 01262039 P.A. 6 Religious      Close      Stock      Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED SEP 20 1987  
MAIL TO ADDRESS: \_\_\_\_\_

Raymond Hardin  
203 Della Lane  
Boonsboro, Md 21713-2005

TOTAL FEES 30  
 Check  Cash

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: RB

ARTICLES OF REVIVAL  
OF  
SOUTH MOUNTAIN LITTLE LEAGUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND July 15, 1987 AT 8:30 O'CLOCK a. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20

5.00

SPECIAL  
FEE PAID:

\$ 10

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 233884

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2935 0073

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

POTOMAC VALLEY INSURANCE AGENCY, INC.  
ARTICLES OF REVIVAL  
(Under Section 85)

RECORD 5.00  
A 5185CHOK 5.00  
01987 9-17 P1:56

APPROVED FOR RECORD

7-1787 - 10,396

Potomac Valley Insurance Agency, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on the day of \_\_\_\_\_, 198\_\_, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was POTOMAC VALLEY INSURANCE AGENCY, INC.

THIRD: The name by which the Corporation will hereafter be known is POTOMAC VALLEY INSURANCE AGENCY, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 1423 Dual Highway, Hagerstown, Washington County, Maryland, 21740, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is William V. Morreale, Route #1, Box 76-A, Keedysville, Washington County, Maryland, 21756. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival the Corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties

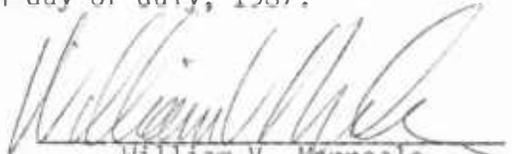
SEP 17 10:39

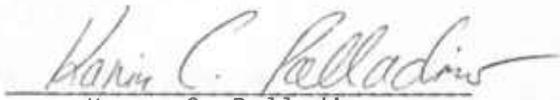
7188450

SEP 18 1987

which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on 16th day of July, 1987.

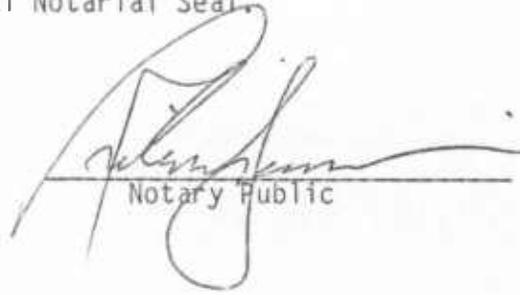
  
William V. Morreale  
President

  
Karen C. Palladino  
Secretary

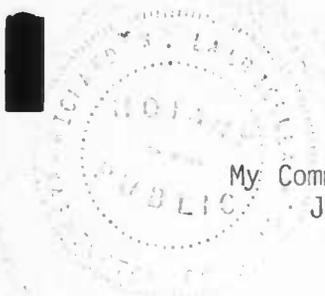
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY THAT on this 16th day of July, 1987, before me, the subscriber, a Notary Public in the State and County aforesaid, personally appeared William V. Morreale, the last acting President and Karen C. Palladino, the last acting Secretary of Potomac Valley Insurance Agency,, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial Seal.

  
Notary Public

My Commission Expires:  
July 1, 1990



2000 1988



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 71

# 191760487 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED SEP 25 1987

MAIL TO ADDRESS: \_\_\_\_\_

Miller, Oliver

P.O. Box 1269

Hagerstown, Md

21741

TOTAL FEES 58  
 Check  Cash

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

ARTICLES OF REVIVAL  
OF  
POTOMAC VALLEY INSURANCE AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND July 17, 1987 AT 10:39 O'CLOCK a.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20  
5.00

SPECIAL  
FEE PAID:

\$ 30

TO THE CLERK OF THE COURT OF Washington County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



ZHJ

A 236312

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2075 124

LOU-RYAN INC.

ARTICLES OF REVIVAL

7-24-87 10:38 a.m.

FIRST: The name of the corporation at the time the charter was forfeited was LOU-RYAN INC.

SECOND: The name which the corporation will use after revival is LOU-RYAN INC.

THIRD: The name and address of the resident agent are PATRICK R. MAYHEW, 173 SUMMIT AVENUE, HAGERSTOWN, MARYLAND 21740.

FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

FIFTH: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

1987 JUL 24 A 10:38

1987 JUL 22 A 9:17  
RECORDED  
INDEXED  
1987 9-17 P1:57

SIXTH: The address of the principal office in this state is 34 WEST ANTIETAM STREET, HAGERSTOWN, MARYLAND 21740.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

72058403

*Patrick R. Mayhew*

LAST ACTING PRESIDENT

72058402

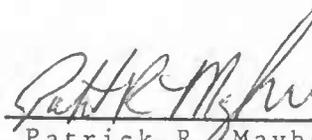
*Elizabeth Shetyell*

LAST ACTING SECRETARY 2337 0782

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Patrick R. Mayhew, President of Lou Ryan, Inc.  
 (insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.



Patrick R. Mayhew  
 (PRINT NAME BENEATH SIGNATURE)

I hereby certify that on July 14th 1987 before me, the  
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared  
 (insert name or county for which notary is appointed)

Patrick R. Mayhew and made oath under the penalties of  
 (insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Margaret H. Libert  
 (Signature of notary public)

My Commission expires JULY 1, 1990.



2937 0783



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 18 D BUSINESS CODE 03 COUNTY 7

# A 1463611 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	<u>6</u>	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED SEP 25 1987

MAIL TO ADDRESS: \_\_\_\_\_

Timothy Davis  
1023-A Maryland Av  
Hagerstown, Md 21740

TOTAL FEES 56  
2 Check 2 Cash

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

ARTICLES OF REVIVAL  
OF  
LOU-RYAN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JULY 24, 1987 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236438

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2937 0781

Received Fro Record September 17, 1987 at 1:57 pm liber 38

MACKLEY, GILBERT & MARKS

ATTORNEYS AT LAW  
35 EAST WASHINGTON STREET  
HAGERSTOWN, MARYLAND 21740

KENNETH J. MACKLEY  
HOWARD W. GILBERT, JR.  
RUSSELL R. MARKS  
ROBERT C. VEIL, JR.

TELEPHONE  
790-0311  
AREA CODE 301

July 15, 1987

Charter Information Division  
Department of Assessments & Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

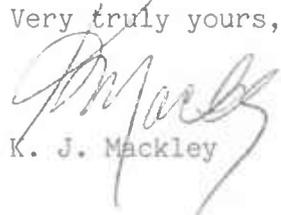
Re: J & W Mechanical Services, Inc.  
My File: 4325

RECORD .50  
RECORD .75  
A CHECK 1.25  
01987 9-17 1:57

Gentlemen:

Enclosed is a notice of change of resident agent for the above corporation for filing, along with a check for \$8.00 filing fee.

Very truly yours,

  
K. J. Mackley

KJM/kmp  
Enclosure

71870170

3933 2694

## J &amp; W MECHANICAL SERVICES, INC.

NOTICE OF CHANGE OF RESIDENT AGENT

RESOLVED: That the resident agent of the Corporation in this State of Maryland be, and he is hereby, changed from Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, to Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be, and they are hereby, authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

\* \* \* \* \*

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolutions changing the Corporation's resident agent.

(CORPORATE SEAL)



*Wilford O. Seilhamer*  
 Wilford O. Seilhamer, President

*Edward N. Henson, Jr.*  
 Edward N. Henson, Jr.

2025 2553

RECEIVED JUL 1 0 1987

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

J. & W. MECHANICAL SERVICES, INC.

received for record July 16, 1987, at 8:30 A.M.  
and recorded on Film No. Frame No. one of  
the charter records of the State Department of Assessments and Taxation of Maryland.  
To the clerk of the Circuit court of Washington County 71

AA N<sup>o</sup> 26631

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	

MAILED SEP 25 1987

Return to: MACKLEY, GILBERT & MARKS  
35 East Washington Street  
Hagerstown, Maryland 21740

rc

Received For Record September 17, 1987 at 1:57 o'clock pm liber 38

MEYERS & YOUNG, P. A.

ATTORNEYS AT LAW

POST OFFICE BOX 1267

HAGERSTOWN, MARYLAND 21741-1267

LYNN F. MEYERS  
WILLIAM P. YOUNG, JR.  
E. KENNETH GROVE, JR.  
RICHARD W. DOUGLAS  
RICHARD E. BASEHOAR (MD & PA BAR)

81 WEST WASHINGTON STREET  
HAGERSTOWN TRUST BUILDING  
TELEPHONE (301) 739-6450

OFFICES ALSO LOCATED AT:  
136 EAST GERMAN STREET  
SHEPHERDSTOWN, WV 25443

(304) 876-2125

D. FRANK HILL, III (MD & WV BAR)

July 1, 1987

Charter  
State Department of Assessments &  
Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

Re: Resolution:  
Change of Principal Office

RECORD .50  
RECORD .75  
A SIEBENACK 1.25  
1987 9-17 P1:5

Gentlemen:

Enclosed is a Corporate Resolution giving authorization to officers of:

Plastic Surgery Services, Dr. John W. Clark &  
Dr Michael D. Hall, P.A.

to change the principal office address to:

356 Mill Street, Hagerstown, Md.

We have also enclosed our check in the amount of Eight (\$8.00) Dollars to cover the cost of filing the enclosed Resolution.

Please send us your approval notice at your earliest convenience. Thank you for your assistance.

Very truly yours

*Nancy C. Boyer*  
Nancy C. Boyer  
Corporate Paralegal

71908043

NB  
Encl.

1987 12:18  
1501-2110

RESOLUTION

FROM SPECIAL MEETING OF BOARD OF DIRECTORS  
PLASTIC SURGERY SERVICES, DR. JOHN W. CLARK &  
DR. MICHAEL D. HALL, P.A.

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 356 Mill Street, Hagerstown, Maryland at 9:30 a.m. on May 28, 1987 with the following Directors present:

Dr. John W. Clark  
Dr. Michael D. Hall

The following Resolution at said meeting was passed:

RESOLVED: That a change of address of the principal office of the Corporation be filed with the State Department of Assessments and Taxation of Maryland as follows:

The Corporation office shall be at 356 Mill Street, Hagerstown, Maryland 21740 as of February 18, 1987.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a special meeting duly called and held as above stated.

  
Secretary

1987 JUL - 9 A 9 15

2973 1216

2981 2111

## NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

PLASTIC SURGERY SERVICES, DR. JOHN W. CLARK, &amp; DR. MICHAEL D. HALL, P.A.

received for record July 9, 1987, at 9:10 A.M.  
 and recorded on Film No. Frame No. one of  
 the charter records of the State Department of Assessments and Taxation of Maryland.  
 To the clerk of the Circuit court of Washington County 71

AA N<sup>o</sup> 26571

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	

MAILED SEP 25 1987

Return to: MEYERS & YOUNG  
 P. O. Box 1267  
 Hagerstown, Maryland 21741-1267

rc

1987 1214

1987 1214

Received For Record Oct. 30, 1987 at 8:41 o'clock am  
Corporation Liber 38

RECORD .50  
A 8780CHCK .50  
01987 10-30 A8:41

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT  
County County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and  
Associations Article of the Annotated Code of Maryland, the State  
Department of Assessments and Taxation does hereby certify that Articles  
of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
LEITERSBURG PIKE LAND ASSOCIATION, INC. (A MD CORP.) TRANSFEROR  
\_\_\_\_\_  
\_\_\_\_\_

2) The name of the successor and the location of its principal  
office in this State or if it has none, its principal place of business is  
HOWARD C. WILEY and ANNE H. WILEY, his wife (INDIVIDUALS) TRANSFEREES  
\_\_\_\_\_  
\_\_\_\_\_

3) The Articles were accepted for record on 8/18/87, at 3:30 PM

As Witness my hand and the Official  
seal of the said Department at Baltimore  
this 20TH day of AUGUST,  
1987.



*Paul B. Anderson*  
\_\_\_\_\_ 185

PAUL B. ANDERSON  
ASSISTANT CORPORATE ADMINISTRATOR

APPROVED FOR RECORD

8/20/87 at 9:53 .m.,

CANAL ADVENTURES, INC.  
ARTICLES OF INCORPORATION

RECORD 5.50  
A 2721CHCK 5.50  
01987 10-30 A8:41

FIRST: STERLING O. WHITE, whose post office address is Sprecher Rd., Rt. 1, Box 276-A, Sharpsburg, MD 21783, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is CANAL ADVENTURES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Maryland Corporations and Associations Code Annotated, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the business of performing and rendering camping services to the public, including providing camping equipment and supplies, setting up camps, providing linens, towels, personal care items, food, beverages, and meals, arranging and organizing trips, and to perform all necessary and proper related services and activities; and

(2) To engage in the business of performing and rendering guide services to the public, including boating and fishing guides, hiking guides, and trail riding guides; and

(3) To engage in the business of performing and rendering tours to the public, including providing tour guides and information services; and

(4) To engage in the business of performing and

rendering rental services to the public, including maintaining and providing motorized and nonmotorized boats and other aquatic apparatus, fishing gear, life jackets, horses and ponies, tack (saddles, bridles, and other stable gear), tents and cabins, and

(5) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restauranteurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein; and

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell,

and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description; including drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise; and

(6) To engage in the business of furnishing amusement, entertainment, and diversion to the public either indoors or out of doors and to that end to purchase or lease amusement parks, outdoor theatres, indoor theatres, motion picture theatres, athletic fields, arenas, and other places and to manage and conduct the same as places of public amusement and diversion, and to grant concessions to individuals, companies, or corporations to conduct at such places of amusement particular businesses for the amusement and entertainment of the public; and

(7) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and

any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation; and

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation; and

(8) To manufacture, process, purchase, sell, and generally trade and deal in and with goods, commodities, wares, and merchandise of every kind, nature, and description; to produce, raise, grow, process, and deal in and with agricultural products of every nature, whether products of plants, animals, or trees; to produce, raise, catch, take, process and deal in and with fish, sea foods, and maritime products of every nature; to produce, raise, grow, cut, process, and deal in and with timber and forest products of every nature; to extract, mine for, process, and deal in and with mineral products of every nature; to own, operate, and carry on a transportation business as a private contract, or common carrier by any means of transportation whatsoever; to engage and participate in any mercantile, manufacturing, industrial, trading, agricultural, fishing, lumbering, maritime, mining, or mineral extractive, or

transportation business of any kind or character whatsoever; to build, equip, and operate any buildings, structures, factories, warehouses, or facilities, either for its own use and occupancy or for renting, leasing, letting, and operating to others; and to do any and every act or acts, thing or things necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishments of any of such purposes; and

(9) To manufacture, produce, and sell at wholesale or retail all kinds and types of beer, ale, and malt liquors and other types and kinds of beverages subject, however, to the laws of the United States and of any state requiring a license or permit for engaging in any of such businesses; and

(10) To engage in any other lawful purpose and business and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Sprecher Road, Rt. 1, Box 276-A, Sharpsburg, MD 21783. The name and post office address of the Resident Agent of the Corporation in this State is Sterling O. White, Sprecher Road, Rt. 1, Box 276-A, Sharpsburg, MD 21783. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100)

shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director whose name is:

STERLING O. WHITE

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of August, 1987, and I acknowledge the same to be my act.

WITNESS:

*Fredric Gary Antenberg*

*Sterling O. White*  
STERLING O. WHITE, Incorporator

STATE OF MARYLAND \*  
\* ss:  
COUNTY OF HOWARD \*

I, Fredric Gary Antenberg, a Notary Public in and for the State of Maryland, County of Howard, hereby certify that on the 18th day of August, 1987, personally appeared before me STERLING O. WHITE, who being duly sworn by me, declared that he is the person who signed and acknowledged the foregoing document as Incorporator and that the statements therein contained are true to the best of his knowledge and belief.



*Fredric Gary Antenberg*  
NOTARY PUBLIC

My commission expires: July 1, 1990

C000441



DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
7	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Frederic Antenberg

10025 Gov. Warfield Hwy #409

Columbia, Md 21044

NOTE: \_\_\_\_\_

TOTAL FEES 42 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

APPROVED BY: A

ARTICLES OF INCORPORATION  
OF  
CANAL ADVENTURES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 20, 1987 AT 9:53 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 22 \_\_\_\_\_

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2400414

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED NOV 4 1987

RETURN TO:  
FREDRIC ANTENBERG  
10025 GOV. WARFIELD PKWAY, #409  
COLUMBIA MD 21044

040C3011130

A 239772



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

285 2140

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

155

APPROVED FOR RECORD

8/17/87 at 8:48 .m.

RECORD 5.00  
A 8782CHCK 5.00  
01927 10-30 A8:42

ARTICLES OF INCORPORATION

PARTNERS IN HEALTH CARE, INC.

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation is Partners in Health Care, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of developing, implementing, and conducting health care delivery systems and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes and not specifically prohibited by law.

FOURTH: The address of the principal office of the Corporation in Maryland is 251 East Antietam Street, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation is William G. Plavcan, 251 East Antietam Street, Hagerstown, Maryland 21704. The Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which

72298027

2944 1104

the Corporation has authority to issue is Ten Thousand (10,000) shares, divided into Five Thousand (5,000) shares of Class A Common Stock and Five Thousand (5,000) shares of Class B Common Stock. The par value of each share of Class A Common Stock and each share of Class B Common Stock is Ten Dollars (\$10.00); and the aggregate par value of all the shares of common stock is One Hundred Thousand Dollars (\$100,000.00).

Each class of common stock of the Corporation shall have the following preferences, conversion and other rights, restrictions, voting powers, and qualifications:

(1) Except as hereinafter provided with respect to the election of the directors of the Corporation, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects and for all purposes; and each holder of Class A Common Stock and each holder of Class B Common Stock, voting together and without distinction as to class, shall be entitled to one vote in all proceedings in which actions shall be taken by the stockholders of the Corporation.

(2) With respect to the election of the directors of the Corporation:

(a) the holders of Class A Common Stock (i) shall nominate and elect seven (7) directors who shall be known as the Class A Directors; and (ii) in the event of the death, disability, removal, or resignation of any or all of the Class A Directors,

the holders of Class A Common Stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one or more directors to fill the vacancy or vacancies so created by such death, disability, removal, or resignation; and

(b) the holders of Class B Common Stock (i) shall nominate and electe four (4) directors who shall be known as the Class B Directors; and (ii) in the event of the death, disability, removal, or resignation of any or all of the Class B Directors, the holders of the Class B Common Stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one or more directors to fill the vacancy or vacancies so created by such death, disability, removal, or resignation.

SIXTH: The number of directors of the Corporation shall be eleven (11). The names of the directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly elected and qualify and the class of common stock which they represent are:

Class A Directors

John W. Clark  
 Allen W. Ditto  
 J. Ramsey Farah  
 Eldon L. Hawbaker  
 John R. Marsh  
 William G. Plavcan  
 Otto Roza

Class B Directors

Howard B. Bowen  
 John J. McElwee, Jr.  
 Horace W. Murphy  
 Earl R. Smith

SEVENTH: The directors of the Corporation are empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, upon the affirmative vote of two-thirds of the directors, which shall include the affirmative vote of at least two (2) Class B Directors.

EIGHTH: Notwithstanding any provision of the law to the contrary, the holders of Class A Common Stock and the holders of Class B Common Stock shall have preemptive rights to purchase, subscribe for, or otherwise acquire shares of their respective class of common stock or shares of any other stock of the Corporation now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, except (1) stock remaining unsubscribed for after being offered to stockholders, (2) stock issued or issuable under articles of merger, and (3) stock, including treasury stock, issued to an officer or other employee of the Corporation or its subsidiary on terms and conditions approved by the stockholders by the affirmative vote of two-thirds of all votes entitled to be cast on the matter.

NINTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland

2944 1107

General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such person.

IN WITNESS WHEREOF, I acknowledge these Articles of Incorporation to be my act this 13<sup>th</sup> day of August, 1987.

WITNESS:

Carolyn D. Spigel

William M.C. Schildt  
William M.C. Schildt



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>30</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Strite, Schildt & Varner  
138 W. Washington St.  
Hagerstown, Md. 21740

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
PARTNERS IN HEALTH CARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **AUGUST 17, 1987** AT **8:48** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 20

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2396596

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED NOV 4 1987

RETURN TO:  
STRITE, SCHILDT & VARNER  
138 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

035C3010748

A 239224



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2944 1103

RECORD 5.50  
A 8783CHCK 5.50  
01987 10-30 A8:42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
ARTICLES OF INCORPORATION  
OF

APPROVED FOR RECORD  
8/13/87 at 8:42

MARYLAND SHEETZ, INC.

THIS IS TO CERTIFY:

That the subscriber, STANTON R. SHEETZ, whose post office address is 19 Stonehedge, Hollidaysburg, Pennsylvania 16648, being of full legal age, does under and by virtue of the General Corporation Laws of the State of Maryland, authorizing the formation of corporation, intend to form a corporation.

ARTICLE 1. The name of the Corporation (hereinafter called the "Corporation") is

MARYLAND SHEETZ, INC.

ARTICLE 2. The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To manufacture, purchase, sell, vend and deal in food products, groceries, breads, cakes, extracts, confections, meats, canned foods, fruits, vegetables, sauces, spices, teas, coffees, and all articles usually handled in the stores and/or warehouses of the Corporation.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

1987 AUG 13 A 8:42

72253214

2944 0528

(c) To purchase, lease, or otherwise acquire, hold develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated, and especially to lease or sub-lease space for the operation of a convenience store.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, or any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames,

rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony of dependency of the United State of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds,

debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account for others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(j) To do anything permitted in the Maryland Code Annotated, Corporations and Associations Article, Section 2-103, as amended from time to time.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose,

object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

ARTICLE 3. The principal office of the Corporation in the State of Maryland will be maintained at 192 West Main Street, Hancock, Maryland 21750, the present post office address is 192 West Main Street, Hancock, Maryland 21750. The resident agent of the Corporation is Dolly McCarty whose post office address is 1014 South Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE 4. The Corporation shall have three (3) directors with Stephen G. Sheetz, Stanton R. Sheetz and Dolly McCarty acting as such until the first annual meeting or until their successors are duly chosen and qualify.

ARTICLE 5. The total amount of the authorized stock of the Corporation is one hundred thousand (100,000) shares of common stock with a par value of One Dollar (\$1.00) per share. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of this stock, with or without par value, in exchange for legal tender and amount as the Board of Directors may deem advisable.

ARTICLE 6. The management of the property, business, and affairs of the Corporation shall be vested in its Board of Directors who shall dictate its general business policy and, subject to any provisions of the Laws of Maryland governing corporations or to the vote of the Stockholders, determine all matters and questions pertaining to its business and affairs.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 3 day of August, 1987.

Diane F. Guild  
Witness:

[Signature] (SEAL)  
STANTON R. SHEETZ

STATE OF PENNSYLVANIA, Blair COUNTY, to wit:

I HEREBY CERTIFY that on this 3 day of August, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared STANTON R. SHEETZ, who acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

[Signature]  
Notary Public

My Commission Expires: July 1, 1990.

ELLEN M. CONRAD, Notary Public  
Altoona, Blair Co., Pa.  
My Commission Expires June 30, 1990



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:  
Richard Boswell  
P.O. Box 389  
Westminster Md

211-57-0385

TOTAL FEES 42  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: PCM

ARTICLES OF INCORPORATION  
OF  
MARYLAND SHEETZ, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 13, 1987 AT 8:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 22

SPECIAL  
FEE PAID:

\$

D2395648

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED NOV 4 1987

RETURN TO:  
RICHARD BOSWELL  
P. O. BOX 389  
WESTMINSTER

MD 21157 0389

034C3010654

A 239131



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2944 0527

FLOYD R. KLINE INVESTMENTS, INC.  
ARTICLES OF INCORPORATION

FIRST: I, Floyd R. Kline, whose post office address is Route 2, Box 168C, Williamsport, Maryland 21795, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereby referred to as the "Corporation") is Floyd R. Kline Investments, Inc.

THIRD: The purpose for which the Corporation is formed are:

(1) To buy, sell and renovate real property.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 398 Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Floyd R. Kline, Route 2, Box 168C, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- (1) Floyd R. Kline
- (2) Vivian J. Kline
- (3) Nancy L. Deatrich

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD 942 2675

8/7/87 at 8:34 .m.

72198123

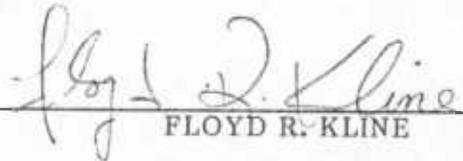
(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any mananer to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of August, 1987, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
FLOYD R. KLINE



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

020

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Kaylor & Wantz  
123 W. Washington St.  
Hagerstown, Md. 21740

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
FLOYD R. KLINE INVESTMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **AUGUST 7, 1987** AT **8:34** O'CLOCK **A.** M. AS IN CONFORMITY,  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2392801

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS, THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED NOV 4 1987**  
KAYLOR & WANTZ  
123 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

030C3010370

**A 238952**



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2942 2674

174

RECORD 5.00  
A 2725CHK 5.00  
01987 10-30 08:43

RECEIVED FOR RECORD OCTOBER 30, 1987 AT 8:43 O'CLOCK AM CORPORATION LIBER 38

STATE DEPARTMENT OF ASSESSMENTS  
APPROVED FOR RECORD  
8/7/87 at 10/14

*J.*

ARTICLES OF INCORPORATION  
VIRGINIA AVENUE PLAZA, INC.

FIRST: I, Ronald Lee Socks, Sr., whose post office address is 804 Washington Avenue, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is VIRGINIA AVENUE PLAZA, INC.

THIRD: The purposes for which the Corporation is formed are:

- (1) To acquire, develop, lease and sell real estate; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 804 Washington Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kent N. Oliver, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

- (1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Ronald Lee Socks, Sr. and Edwin Eugene Schildt, Sr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities

✓  
1987 AUG - 7 A 10:14

72228071

2942 1339

convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all

the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of August, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Ronald Lee Socks, Sr.  
Ronald Lee Socks, Sr.

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 6th day of August, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald Lee Socks, Sr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose  
Notary Public



My Commission Expires:  
July 1, 1990



STATE OF MARYLAND  
**State Department of Assessments and Taxation**  
 Gene L. Burner, Director

177

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Miller, Oliver, Lauricella &amp;</u>
600	_____	Personal Property Reports and late filing penalties	<u>Beachley</u>
	_____	Other _____	<u>P. O. Box 1269</u>
	_____	Other _____	<u>Hagerstown, Md. 21741</u>

TOTAL FEES 40

Check \_\_\_\_\_ Cash \_\_\_\_\_  
 Documents on \_\_\_\_\_ checks

APPROVED BY: J. m. T.

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
VIRGINIA AVENUE PLAZA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 7, 1987 AT 10:14 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2391589

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED NOV 4 1987

RETURN TO:  
MILLER, OLIVER LAURICELLA  
AND BEACHLEY  
P. O. BOX 1269  
HAGERSTOWN

MD 21741

029C3010269

A 238714



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2942 1338

RECEIVED FOR RECORD OCTOBER 30, 1987 AT 8:43 O'CLOCK AM CORPORATION LIBER 38

RECORD 7.00  
A 8786CHCK 7.00  
01927 10-30 A8:43

J

WASHINGTON COUNTY DEAFNET ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is:

WASHINGTON COUNTY DEAFNET ASSOCIATION, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for the purpose of promoting those concerns that affect the general welfare of hearing impaired individuals in Washington County, Maryland and for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for not other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 73118253

1987 JUL 30 A 9:33

APPROVED FOR RECORD

7/30/87 at 9:33 .m.

2942 0094

or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the above-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3)

2942 0095

of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title, to hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not

2942 0096

carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

1. To foster interest in organizations, agencies, groups and individuals concerned with improving the life quality and general well-being of hearing impaired individuals in Washington County, Maryland.

✓ FOURTH: The post office address of the principal office of the Corporation in this state is Washington County Deafnet Association, Inc., c/o Disabled Citizens Coordinator, <sup>Summit Ave</sup> Court House Annex, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Harold Lester Bible, 713 Interval Road, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

2942 0097

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting meeting or until their successors are duly chosen and qualified are:

Harold Lester Bible	713 Interval Road, Hagerstown, Maryland, 21740
Ronald Markel	Route 2, Box 227-C, Walnut Point Rd. Williamsport, Maryland, 21795
Harry Grabill	10 Summerlin Drive, Hagerstown, Maryland, 21740
Cindy Mease	P. O. Box 447, 111 North High Street Funkstown, Maryland, 21734

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other state, having a similar or analogous character or purpose, in some way associated with

2942 0098

or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation, nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be

2942 0099

entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or education purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4942(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

2942 0100

Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

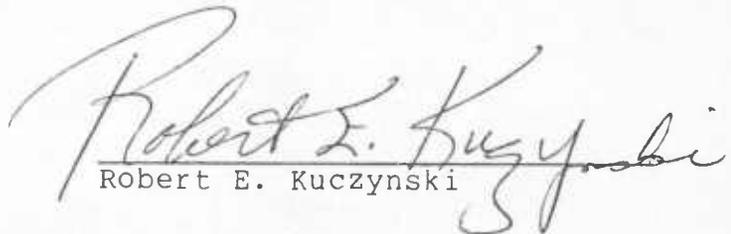
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided however, that to the extent a corporate representative other than a present or

2942 0101

former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22<sup>nd</sup> day of July, 1987, and I acknowledge same to be my act.

  
Robert E. Kuczynski

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 22<sup>nd</sup> day of July, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT E. KUCZYNSKI, and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

  
Notary Public

My Commission Expires:  
July 1, 1990

2942 0102



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 D BUSINESS CODE 0A COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>28</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Kuczynski & Kuczynski, P.A.  
55 N. Jonathan St.  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES 48

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY DEAFNET ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 30, 1987 AT 9:33 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

10

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ 20

\$ 28

\$ \_\_\_\_\_

D2390300

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED NOV 4 1987

RETURN TO:  
KUCZYNSKI & KUCZYNSKI, P.A.  
55 N. JONATHAN STREET  
HAGERSTOWN MD 21740

027C3010141

A 238589



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2942 0093

TOWNE &amp; COUNTRY SUPER MARKET, INC. 1987 AUG 21 P 10

RECORD 5.00  
2787CHCK 5.00  
10-30 10-30 8:43

## ARTICLES OF TRANSFER

8-21-87 10.31a

ARTICLES OF TRANSFER entered into this 3rd day of July, 1987, by and between TOWNE & COUNTRY SUPER MARKET, INC., a Maryland Corporation, hereinafter called the "Transferor", and Jefferson Heights Towne and Country Supermarket, Inc., of Washington County, Maryland, hereinafter called the "Transferee".

## THIS IS TO CERTIFY:

1. Transferor does hereby agree to transfer substantially all of its property to Transferee, as hereinafter set forth.
2. The name and address of the Transferee is Jefferson Heights Towne and Country Supermarket, Inc., 1766 Jefferson Boulevard, Hagerstown, MD 21740. The Transferee is a resident of the State of Maryland, and has a principal place of business at the aforesaid address.
3. The Transferor was incorporated in Maryland on December 30, 1976 as Towne & Country Foodland, Inc., and on May 10, 1977 changed it's name to Towne & Country Super Market, Inc.
4. The nature and amount of consideration to be paid by the Transferee for the property and assets hereby transferred is Three Hundred Sixty Eight Thousand Eight Hundred Twelve Dollars and Seventy-six Cents (\$368,812.76)
5. The principal office of the Transferor is in Washington County, Maryland. The only county in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records is Washington County, Maryland.
6. The Board of Directors of the Transferor, by unanimous informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholders of the Transferor by written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Corporation.
7. A unanimous written informal action setting forth approval of these Articles of Transfer was signed by all of the

2945 132

72508412

Stockholders of the Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of the Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Transferor.

8. The Board of Directors of the Transferee, by unanimous informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholders of the Transferee by written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Corporation.

9. In consideration of the payment to Transferor of Three Hundred Sixty Eight Thousand Eight Hundred Twelve Dollars and Seventy-six Cents (\$368,812.76), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

All tangible personal property consisting of all of the inventory and equipment and other personal property stored at the premises known as 1766 Jefferson Boulevard, Hagerstown, MD. No real estate or interest in land is owned by the Transferor corporation.

10. These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Maryland Corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, Towne & Country Super Market, Inc. and Jefferson Heights Towne and Country Supermarket, Inc. have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the Transferor by its President and attested by the Secretary, and the Transferee has signed these Articles of Transfer, as of this 3rd day of July, 1986.

ATTEST:

TOWNE & COUNTRY SUPER MARKET, INC.



BY: J. Franklin Shank  
J. Franklin Shank

Carolyn Shank-Rider, Secretary  
President

2945 1323

ATTEST:

JEFFERSON HEIGHTS TOWNE  
AND COUNTRY, INC.

Michael Linkous BY: Francis Anthony Ferruccio  
Michael Linkous, Secretary Francis Anthony Ferruccio, President

The undersigned, President of Towne & Country Super Market, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

J. Franklin Shank, President  
J. Franklin Shank, President

The undersigned, Jefferson Heights Towne and Country Supermarket, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Francis Anthony Ferruccio  
Francis Anthony Ferruccio, President



DOCUMENT CODE 12 BUSINESS CODE \_\_\_\_\_ COUNTY \_\_\_\_\_

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

~~Merging~~  
(Transferor) Towne & Country  
Super Market, Inc.  
D 073086/

~~Surviving~~  
(Transferee) Jefferson  
Weight's Towne and  
Country Supermarket, Inc.  
D 234937/

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Change of Name  
Change of Principal Office  
Change of Resident Agent  
Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: \_\_\_\_\_

MAILED NOV 4 1987

MAIL TO ADDRESS: \_\_\_\_\_  
J. Franklin Shank  
9 Spring Valley Circle  
Hagerstown Md  
21740

NOTE: \_\_\_\_\_

TOTAL FEES 20  
\_\_\_\_\_ Check \_\_\_\_\_  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: MS

ARTICLES OF TRANSFER

BETWEEN

TOWNE & COUNTRY SUPER MARKET, INC. (A MD CORP.) TRANSFEROR

AND

JEFFERSON HEIGHTS TOWNE AND COUNTRY SUPERMARKET, INC.  
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND AUGUST 21, 1987

AT

10:31

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236972

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2945 1321

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LEITERSBURG PIKE LAND ASSOCIATION, INC.

ARTICLES OF SALE AND TRANSFER

RECORD 5.00  
A 8788CHCK 5.00  
01987 10-30 A8:44

8-18-87 at 3:30P

74h

Articles of Sale and Transfer are entered into this day of August, 1987 by and between Leitersburg Pike Land Association, Inc., a Maryland Corporation, hereinafter sometimes referred to as the "Transferor" and Howard C. Wiley and Anne H. Wiley, his wife, domiciliaries of Washington County, Maryland, hereinafter sometimes referred to as "Transferees".

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, to transfer, and assign substantially all of its property and assets to Transferee composed of that real property as hereinafter set forth.

SECOND: Transferor is a Maryland Corporation in good standing, formed under the laws of the State of Maryland on August 19, 1975; its principal office is 81 West Washington Street, Washington County, Maryland 21740.

THIRD: Transferees are domiciliaries of Washington County, Maryland and whose post office address is: 25 Peachtree Lane, Williamsport, MD 21795.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the real property hereby transferred to it as more particularly described in Article SIXTH herein is Seventy-Five Thousand (\$75,000.00) Dollars to be paid in accordance with the terms of an Agreement of Sale dated

72338029

2944 1185

90

AUG 18 1987

February 10, 1987, by and between Transferor and Transferee.

FIFTH: The Board of Directors of Transferor duly adopted a resolution declaring that the sale and transfer of the real property as hereinafter set forth is advisable and directing that these Articles of Sale and Transfer be submitted for approval by the shareholders of Transferor, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The shareholders of Transferor have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SIXTH: In consideration of the payment to Transferor as provided in the Agreement of Sale as above recited in Article FOURTH, Transferor does hereby bargain, sell, deed, grant, convey and assign to Transferee:

All that tract of land situate at the intersection of Longmeadow Road and Leitersburg Pike (Maryland Route 60) in Election District No. 9, Washington County, Maryland, and being more particularly described as follows: Beginning at an iron pipe in the eastern marginal line of Longmeadow Road and being at the beginning point of a parcel of land conveyed by Robert L. Risser, to Leitersburg Pike Land Association, Inc., a Maryland corporation, by deed dated October 1, 1975 and recorded at Liber 603, Foio 206 among the land records of Washington County, Maryland, thence with the outlines of said parcel and running back from Longmeadow Road N 76° 00' E 176.05' to an iron pipe, thence S 19° 39' E 203.71' to a re-bar in the north right-of-way line of Leitersburg Pike (Maryland Route 60), thence with said right-of-way line with a curve

to the left having a radius of 1472.40', an arc length of 143.51', and a chord bearing and distance of S 59° 31' 18" W 143.45' to a re-bar, thence with the east right-of-way lines of Longmeadow Road as shown on S.R.C. Plat No. 47208, the three (3) following courses N 77° 37' 50" W 53.80' to a re-bar, thence N 13° 41' 17" W 100.00' to a re-bar, thence N 26° 32' 26" W 51.28' to a re-bar, thence with the right-of-way line of Longmeadow Road as shown on Washington County Engineering Department Drawing No. 100-10-32 N 13° 49' W 69.53' to the point of beginning containing 0.936 acre of land more or less.

Being the residual portion of the lands conveyed by Robert L. Risser, to Leitersburg Pike Land Association, Inc. by deed dated October 1, 1975 and recorded in Liber 603, Folio 206 among the land records of Washington County, Maryland.

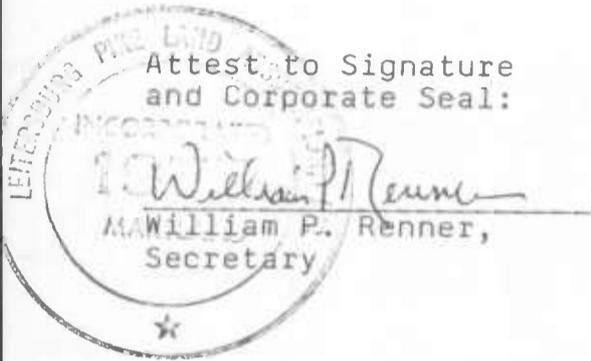
Said lands being subject to any and/or all rights-of-way, easements or restrictions of record, if any.

The lands described herein being graphically shown on a plat prepared by and on file among the records of Fox & Associates, Inc. as Drawing No. A-6189.

SEVENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation; and Transferee, individual domiciliaries of Washington County, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Leitersburg Pike Land Association, Inc., and Howard C. Wiley and Anne H. Wiley, his wife have

respectively caused these Articles of Sale and Transfer to be signed and acknowledged on behalf of Leitersburg Pike Land Association, Inc. by its President and attested by its Secretary and by Howard C. Wiley and Anne H. Wiley, individually.



LEITERSBURG PIKE LAND ASSOCIATION, INC.

By Bruce A. Winter  
Bruce A. Winter,  
President

Howard C. Wiley  
Howard C. Wiley

Anne H. Wiley  
Anne C. Wiley

The undersigned, President of Leitersburg Pike Land Association, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

LEITERSBURG PIKE LAND ASSOCIATION,  
INC.

By: Bruce A. Winter  
Bruce A. Winter,  
President

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 7 day of August,  
A.D., 1987, before me, the subscriber, a Notary Public in and  
for the State and County aforesaid, personally appeared Howard  
C. Wiley and Anne H. Wiley, who made oath in due form of law  
that the facts and matters set forth in the foregoing Articles  
of Sale and Transfer are true and correct to the best of their  
knowledge and belief.

Witness my hand and official Notarial Seal.

Betty Lee Carter  
Notary Public

My Commission Expires:  
7-1-90



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE \_\_\_\_\_ COUNTY \_\_\_\_\_

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

~~Merging~~  
(Transferor) Leitersburg Pike  
Land association, Inc  
D 0592832

Surviving  
(Transferee) Howard C. Wiley  
and Anne H. Wiley

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance <u>Land records, Washington Co</u>
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	<u>247.50</u>	Recordation Tax
22	<u>375.00</u>	State Transfer Tax
23	<u>NA</u>	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change  
(New Name) \_\_\_\_\_  
  
\_\_\_\_\_ Change of Name  
\_\_\_\_\_ Change of Principal Office  
\_\_\_\_\_ Change of Resident Agent  
\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED NOV 4 1987

MAIL TO ADDRESS: \_\_\_\_\_  
W. Kennedy Boone, III  
138 W. Washington St  
Hagerstown, Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES 646.50

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: gao

ARTICLES OF SALE AND TRANSFER

BETWEEN

LEITERSBURG PIKE LAND ASSOCIATION, INC. (A MD CORP.) TRANSFEROR

AND

HOWARD C. WILEY and ANNE H. WILEY, his wife (INDIVIDUALS)  
TRANSFEREES

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND AUGUST 18, 1987 AT 3:30 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

\_\_\_\_\_

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING FEE PAID: 5.00

SPECIAL FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ \_\_\_\_\_

Cert. of Conv.-Land Rcds. Wash. County 4.00  
24.00

\_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236914

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 344 1184

MILLPOINT KNOLLS, INC.  
ARTICLES OF REVIVAL

RECORD 5.00  
A 8789CHCK 5.00  
01987 10-30 AS:44

RECEIVED FOR RECORD OCTOBER 30, 1987 AT 8:44 O'CLOCK AM CORPORATION LIBER 32

First: The name of the corporation at the time the charter was forfeited was Millpoint Knolls, Inc.

Second: The name which the corporation will use after revival is Millpoint Knolls, Inc.

✓ Third: The name and address of the resident agent are:  
Robert E. Lakin  
331 North Main Street  
Boonsboro, Maryland 21713

Forth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:  
a) Paid all fees required by law;  
b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;  
c) Paid all state and local taxed, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

✓ Sixth: The address of the principal office in this state is:  
331 North Main Street  
Boonsboro, Maryland 21713

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act..

Robert E. Lakin  
Last Acting President  
(or Vice-President)

Edward Lakin  
Last Acting Secretary  
(or Treasurer)

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

8  
~~10~~/17/87 at 8:47A.m.  
APPROVED FOR RECORD

1987 JUL 9 - 6 10:00

2944 0251

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Robert E. Lakin, President of Millpoint Knolls Inc  
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

*Robert E. Lakin Pres.*

(PRINT NAME BENEATH SIGNATURE)

ROBERT E LAKIN

I hereby certify that on 13, August 1987 before me, the  
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington Co. personally appeared  
(insert name or county for which notary is appointed)

Robert E. Lakin and made oath under the penalties of  
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

72298034

As witness my hand and notarial seal

*Martina B. Schwartz*  
(Signature of notary public)

My Commission Expires July 1, 1990

My Commission expires \_\_\_\_\_





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 188 BUSINESS CODE 03 COUNTY 71

# 01582766 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75	<u>30</u>	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: Douglas G. Maul, C.P.A.

MAILED NOV 4 1987

MAIL TO ADDRESS: albright, Crumbacker, Harrell + Maul  
44 North Potomac Street

Hagerstown, MD  
NOTE: 2/7/40

TOTAL FEES \$50

Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF REVIVAL  
OF  
MILLPOINT KNOLLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 17, 1987 AT 8:47 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

5.00

SPECIAL  
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236865

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2944 0250

RECORD 5.00  
A 8790CHCK 5.00  
01987 10-30 A2:44

1987 AUG 12 P 8:27

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

8/12/87 at 8:28 .m.

9

ARTICLES OF AMENDMENT

FLEMING OIL SERVICE, INC.

Fleming Oil Service, Inc., a Maryland corporation, having its principal offices at Route 1, Post Office Box 96, Clear Spring, Maryland 21722 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article Second and by substituting in lieu thereof the following:

SECOND: The name of the corporation is Sunrise Handi-Mart, Inc. (hereinafter referred to as the Corporation).

SECOND: By written unanimous consent, the Board of Directors of the Corporation duly advised the foregoing amendment and by written unanimous consent the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Fleming Oil Service, Inc. has caused these presents to be executed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 12th day of August, 1987, and its President affirms and swears, under penalties of perjury, that these Articles of Amendment are the act and deed of Fleming Oil Service, Inc. and that the matters and acts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information, and belief.

FLEMING OIL SERVICE, INC.

ATTEST:

Corporate Seal

Maxine F. Fleming  
Maxine F. Fleming,  
Secretary

By: Daniel R. Fleming, II  
Daniel R. Fleming, II  
President

72248064

2943 2011



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

207

DOCUMENT CODE

09A B

BUSINESS CODE

03

COUNTY

# D0794347

P.A.

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 20 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 7 1 Certified Copy 1
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Sunrise Handi-Mart, Inc.

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code

ATTENTION:

MAILED NOV 4 1987

MAIL TO ADDRESS:

Strite, Schidt & Varner
138 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES

27

NOTE:

Check Cash

Documents on checks

APPROVED BY: J.M.T.

CERTIFIED COPY

ARTICLES OF AMENDMENT  
OF  
FLEMING OIL SERVICE, INC.  
Changing its name to  
SUNRISE HANDI-MART, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 12, 1987 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236847

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2943 2010

M/L ENTERPRISES, INCORPORATED

209

ARTICLES OF DISSOLUTION

RECORD 5.00  
A 8791CHCK 5.00  
81987 10-30 08:45

RECEIVED FOR RECORD  
8/6/87 8:45

FIRST: The name of the corporation is M/L Enterprises, Incorporated.

SECOND: The address of the principal office of the corporation is 90 W. Lee Street, Hagerstown, MD 21740.

THIRD: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are Jack E. Barr, Route 1, Box 179, Hagerstown, MD 21740.

FOURTH: The name and address of each of the directors is as follows:

<u>Name:</u>	<u>Address:</u>
Jack E. Barr President	Route 1, Box 179, Hagerstown, MD 21740
Evelyn Barr Vice President Treasury	Route 1, Box 179, Hagerstown, MD 21740
Harold Spessard Secretary	515 Jefferson Street, Hagerstown, MD 21740
John F. Barr Director	Clearspring, MD 21722

FIFTH: The name, title, and post office address of each of the officers is the same as above. The officers are the directors of the corporation.

SIXTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution was duly authorized by the board of directors and stockholders of the corporation.

SEVENTH: The corporation has no known creditors.

EIGHTH: As of March 31, 1986, a plan of liquidation was unanimously adopted at a special joint meeting of the Stockholders and Directors. It shall hereby be resolved that M/L Enterprises, Incorporated is dissolved.

1987 AUG -6 8:45

72183124

2942 2193

The undersigned (president, secretary) certify under the penalties of perjury that to the best of my knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects:

ATTEST:

Harold Spessard  
Harold Spessard, Secretary

Jack E. Barr  
Jack E. Barr, President

OFFICE OF  
**TODD L. HERSHEY**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone (301) 791-3173  
 MARCOM 249-3173  
 VOICE/TTY (301) 791-3175



RONALD L. BOWERS  
 President  
 RICHARD E. ROULETTE  
 Vice President  
 R. LEE DOWNEY  
 LINDA C. IRVIN  
 MARTIN L. SNOOK

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

June 9, 1987

RE: M/L Enterprises, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

M/L Enterprises, Inc.

have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Todd L. Hershey, County Treasurer for Washington County, this 9th day of June, 1987.

Todd L. Hershey  
 Treasurer for Washington County,  
 Maryland

mt

CITY OF HAGERSTOWN  
Office of the Treasurer & Tax Collector  
1 East Franklin Street  
Hagerstown, Maryland 21740  
(301) 790-3200 ext. 153

June 9, 1987

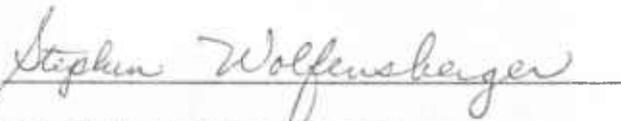
Smith Elliott Kearns & Company  
480 North Potomac Street  
P. O. Box 947  
Hagerstown, MD 21740

RE: Tax Clearance - M/L Enterprises, Incorporated

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by:

M/L Enterprises, Incorporated  
c/o Box 809 Maryland Ave. & Memorial Blvd.  
Hagerstown, MD 21740

have been paid to and including fiscal year July 1, 1986 to June 30, 1987.



Stephen Wolfensberger,  
Treasurer and Tax Collector  
Hagerstown, Maryland



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

M/L ENTERPRISES, INCORPORATED  
have been paid.

WITNESS my hand and official seal this

13TH day of JULY A.D. 1987.

  
*Catricia A. Meber*  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY



DOCUMENT CODE

19



BUSINESS CODE

COUNTY

71

# D0786913

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	70	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code

ATTENTION:

MAILED NOV 4 1987

MAIL TO ADDRESS:

Jack E. Burner  
Route 1 Box 179  
Hagerstown, Md 21740

TOTAL FEES

50.00

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

CORPORATIONS  
LIBER \_\_\_\_\_ FOLIO \_\_\_\_\_  
LAND  \_\_\_\_\_  
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

ARTICLES OF DISSOLUTION  
OF  
M/L ENTERPRISES, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 6, 1987 AT 8:45 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236783

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2942 2192

216

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
ARTICLES OF AMENDMENT

318 NORTH POTOMAC, INC.

RECORD 5.00  
A 3792CHCK 5.00  
1987 10-30 A8:45

8/10/87

9:55

318 North Potomac, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article I: That the name of the Corporation is:

318 North Potomac, Inc.

and inserting in lieu thereof, the following:

Article I: That the name of the Corporation is:

✓ SUMAC Corporation ✓

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on July 1, 1987, adopted a Resolution in which was set forth the foregoing Amendment to the Charter and directing that it be submitted for action thereof at a Special Meeting of the Stockholders of the Corporation to be held July 1, 1987 following the Board meeting.

THIRD: Notice setting forth the said Amendment of Charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders of the Corporation entitled to vote thereon. The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by an unanimous vote.

THE UNDERSIGNED, President of 318 North Potomac, Inc., who

2942 2170

72228092

9:55  
P  
OCT 18 1987

executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature  
and Corporate Seal:

318 NORTH POTOMAC, INC.

 Maldine M. Reed  
Secretary

By A. F. Abdullah  
A. F. Abdullah  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 3<sup>rd</sup> day of August, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared A. F. Abdullah, President of 318 North Potomac, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and official notarial seal the day and year  
last above written.

Seraldine M. Reid  
Notary Public

My Commission Expires:  
1 July 1990





DOCUMENT CODE 9A B BUSINESS CODE \_\_\_\_\_ COUNTY \_\_\_\_\_

# PO 966986 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) SUMAC Corporation

- Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED NOV 4 1987

MAIL TO ADDRESS: \_\_\_\_\_

Nancy Bayer  
PO Box 1267  
Hagerstown, Md  
21741-1267

NOTE: \_\_\_\_\_

TOTAL FEES 20  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: gs

ARTICLES OF AMENDMENT  
OF  
318 NORTH POTOMAC, INC.  
Changing its name to  
SUMAC CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 10, 1987 AT 9:55 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00 \_\_\_\_\_

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236778

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2942 2169

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

8/13/87 at S. Oba .m.

RECORD 5.00  
A 2793CHCK 5.00  
01987 10-30 A8:45

Millers' Potato Chips, Incorporated

Articles of Dissolution

FIRST, The name of the corporation is Millers' Potato Chips, Incorporated.

✓ SECOND, The address of the principal office of the corporation is 400 Broad Creek Drive, Fort Washington, Md. 20744.

THIRD, the name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are Michael J. Miller, 400 Broad Creek Drive, Fort Washington, Md. 20744.

FOURTH, The name and address of each of the incorporators (An organizational meeting was never held) is as follows;

- Michael C. Miller
- Michael J. Miller
- Sue A. Miller
- Gina R. Miller, whose address is 400 Broad Creek Drive, Fort Washington, Md. 20744.

FIFTH, The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the incorporators.

SIXTH, The corporation has no known creditors.

SEVENTH, The corporation is dissolved.

The undersigned incorporators certify under the penalties of perjury that to the best of our knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

Signed:

*Michael J. Miller, M.J.M.*

Attested by:

*Gina R. Miller, G.R.M.*

*Michael Christopher Miller, M.C.M.*

*Sue A. Miller, S.A.M.*

7215828.1

222



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

MILLERS' POTATO CHIPS, INCORPORATED  
have been paid.

WITNESS my hand and official seal this

18TH day of MAY A.D. 1987.

  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

2942 1617

PS-409



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

223

DOCUMENT CODE 19 B BUSINESS CODE \_\_\_\_\_ COUNTY 66

# D2074/28 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Foreign Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_ ATTENTION: \_\_\_\_\_

MAILED NOV 4 1987

MAIL TO ADDRESS: \_\_\_\_\_

Michael Miller

400 Broad Creek Drive

Fort Washington, Md

20744

TOTAL FEES 50

Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: JL

NOTE:

ARTICLES OF DISSOLUTION  
OF  
MILLERS' POTATO CHIPS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 3, 1987 AT 8:06 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:  \$ _____	RECORDING FEE PAID: <i>5.00</i>  \$ 20.00	SPECIAL FEE PAID:  \$ 30.00
--	--	--------------------------------------

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236728

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER FOLIO. 2942 1615

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

C.S. & W., INC. APPROVED AND SIGNED  
8/5/87 at 9:20 AM

SR  
lee

Title 3, Subtitle 508-509-510 of  
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF  
THE ANNOTATED CODE OF MARYLAND

RECORD 5.00  
# 8794CHCK 5.00  
01987 10-30 AS14

C.S. & W., Inc., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The Charter of the Corporation was forfeited on November 6, 1983, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

1987 JUL 13 PM 9:30

SECOND: The name of the Corporation at the time of the forfeiture of its charter was C.S. & W., Inc.

THIRD: The name by which the Corporation will hereafter be known is Seller's Enterprises, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Route 3, Box 165A, Hagerstown, Maryland 21740 .

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is George W. Sellers, III, Route 3, Box 165A, Hagerstown, Maryland 21740 . Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed an annual report which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local

1987 AUG -5 A 9:20

72178080

1987 JUL 23 A 8:44

taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on the 19 day of June, 1987.

ATTEST:

C.S. & W., INC.

George W. Sellers III  
Secretary

BY: Carolyn E. Sellers  
President

STATE OF MARYLAND, County of Washington, ss:

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of June, 1987, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Carolyn E. Sellers, the last acting President and George W. Sellers, III, the last acting Secretary of C.S. & W., Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS, my hand and notarial seal, the day and year last above written.

Victoria G. Goer  
Notary Public



My Commission Expires:

7/1/90

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Carolyn E. Sellers of C S + W Incorporated  
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Carolyn E. Sellers  
Carolyn E. Sellers  
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on 6/19/87 before me, the  
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County, Maryland personally appeared  
(insert name or county for which notary is appointed)

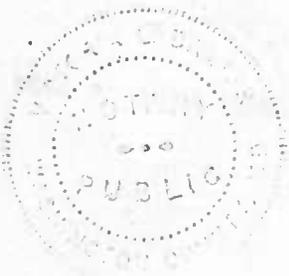
Carolyn E. Sellers and made oath under the penalties of  
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As (witness my hand and notarial seal

Victoria Ingrassia  
(Signature of notary public)

My Commission expires 7/1/90.





STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19A L BUSINESS CODE 03 COUNTY 71

# D0446559

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Seller's Enterprises, Inc.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED NOV 4 1987

MAIL TO ADDRESS:  
G. Clair Baker Jr  
Wayard Schneider  
120 W. Wash. St #300  
Hagerstown, MD  
21740

NOTE: \_\_\_\_\_

TOTAL FEES 50  
 Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF REVIVAL  
OF  
C S & W, INC.  
Changing its name to  
SELLER'S ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 5, 1987 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236723

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2942 0147

230

RECORD 5.00  
A 8795CHCK 5.00  
01987 10-30 A8:46

STATE DEPARTMENT OF ASSESSMENTS  
**WEAVER'S RESTAURANT, INC.**  
(A Close Corporation)

ARTICLES OF AMENDMENT

8-3-87 at 7:50a

Weaver's Restaurant, Inc., a Maryland

Corporation, having its principal office at 138 West Washington Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding thereto the following:

NINTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approve said amendment.

7215809C

~~2641 0365~~

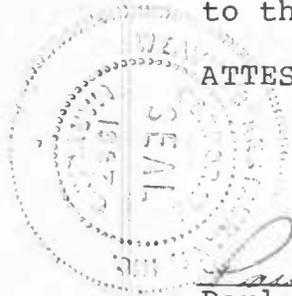
2941 0366

1987 AUG -3 A 750

IN WITNESS WHEREOF, Weaver's Restaurant, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 5th day of July, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Weaver's Restaurant, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

WEAVER'S RESTAURANT, INC.



Paula L. Toms  
Paula L. Toms, Secretary

Phillip G. Moon  
By: Phillip G. Moon, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 5th day of July, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paula L. Toms, Secretary, and acknowledged the matters and facts contained in the foregoing Articles of Amendment to be true and correct as therein stated and that she acknowledged the same to be her act and deed.

WITNESS my hand and Official Notarial Seal.



Elizabeth H. Hance  
Notary Public

My Commission Expires:  
7-1-90

2641 0366

2941 0367

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 5th day of July 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Phillip G. Moon and acknowledged the matters and facts contained in the foregoing Articles of Amendment to be true and correct as therein stated and that he acknowledged the same to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

*Elizabeth W. Hall*  
Notary Public

My Commission Expires:  
7-1-90





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

233

DOCUMENT CODE

09 B

BUSINESS CODE

03

COUNTY

# 192295350

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3p
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
7		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED NOV 4 1987

MAIL TO ADDRESS:

Scott Schubel

138 W. Wash. St.

Hagerstown, Md 21740-4769

NOTE:

TOTAL FEES

29

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

CERTIFIED COPY MADE

2841 0369

2841 0369

ARTICLES OF AMENDMENT  
OF  
WEAVER'S RESTAURANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 3, 1987 AT 7:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING FEE PAID: *5.00*

\$ 20.00

SPECIAL FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236666

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. *2641 0364*

CRAIG BLACKTOP & PAVING INC.

RECORD 5.00  
A 3796CHCK 5.00  
01987 10-30 A8:46

ARTICLES OF AMENDMENT

CRAIG BLACKTOP & PAVING INC., a Maryland corporation having its principal office in Washington County, Maryland (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST

The Charter of the Corporation is hereby amended by striking in its entirety Article FIFTH, and by substituting in lieu thereof the following:

"FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is twenty thousand (20,000) shares having an aggregate par value of one hundred thousand dollars (\$100,000) divided into one thousand (1,000) shares of Class A Common Stock of the par value of five dollars (\$5.00) per share having an aggregate par value of five thousand dollars (\$5,000), and nineteen thousand (19,000) shares of Class B Common Stock of the par value of five dollars (\$5.00) per share having an aggregate par value of ninety-five thousand dollars (\$95,000).

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Maryland Annotated Code, the holders of Class A Common Stock shall possess all voting powers for all purposes, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the stockholders."

SECOND

The Charter of the Corporation is hereby amended by adding immediately after Article SEVENTH a new Article EIGHTH, to read as follows:

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

1987 AUG - 3 10:25

APPROVED FOR RECORD

2939 1409

8/3/87 at 10:25 .m.

"EIGHTH: The Corporation shall contribute each year to the Church of God (Universal), for its general purposes, an amount equal to ten percent (10%) of the Corporation's net income (if any), after all expenses and taxes, of the immediately preceding fiscal year. Notwithstanding any other provision of this Charter, any amendment of this Article shall be effective and valid only if approved by the affirmative vote of the holders of all shares entitled to vote thereon."

THIRD

The Charter of the Corporation is hereby amended by deleting in its entirety Paragraph (g) of Article SEVENTH.

FOURTH

(a) The total number of shares of stock of the Corporation heretofore authorized was one thousand (1,000) shares of the par value of one hundred dollars (\$100.00) per share, all of one class and designated Common Stock, having an aggregate par value of one hundred thousand dollars (\$100,000).

(b) The total number of shares of stock of all classes of the Corporation authorized, as increased, is twenty thousand (20,000) shares having an aggregate par value of one hundred thousand dollars (\$100,000), divided into one thousand (1,000) shares of Class A Common Stock of the par value of five dollars (\$5.00) per share having an aggregate par value of five thousand dollars (\$5,000), and nineteen thousand (19,000) shares of Class B Common Stock of the par value of five dollars (\$5.00) per share having an aggregate par value of ninety-five thousand dollars (\$95,000). A description of each class of stock of the Corporation with the preferences, voting powers, dividends, qualifications, restrictions, and other rights is contained in Article FIFTH of the Charter as amended in Article FIRST hereof.

FIFTH

After the effective date of the amendment contained in Article FIRST hereof, each holder of an outstanding certificate or certificates representing shares of the Corporation's Common Stock heretofore issued shall surrender the same to the Corporation and shall receive for each such share of Common Stock in exchange therefor certificates representing:

- (i) one (1) share of Class A Common Stock, and
- (ii) nineteen (19) shares of Class B Common Stock.

Upon the surrender and exchange of the Corporation's Common Stock previously authorized and issued, all Common Stock then held by the Corporation shall be cancelled.

SIXTH

By written informal action, unanimously taken by the Board of Directors of the Corporation pursuant to Section 2-408(c) of the Corporations and Associations Article of the Maryland Annotated Code, the Board of Directors of the Corporation approved this Amendment of the Articles of Incorporation of the Corporation. By written informal action, taken by all of stockholders of the Corporation pursuant to Section 2-505 of the Corporations and Associations Article of the Maryland Annotated Code, the stockholders of the Corporation approved this Amendment of the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on the 29 day of July, 1987, and the President acknowledges that these Articles of Amendment are the act and deed of the Corporation, and under the penalties of perjury, that the matters set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

CRAIG BLACKTOP & PAVING INC.

Lillian S. Craig  
Lillian S. Craig, Secretary

By: Ollen O. Craig  
Ollen O. Craig, President



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY \_\_\_\_\_

# D0389304 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Change of stock

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED NOV 4 1987

MAIL TO ADDRESS: \_\_\_\_\_

Craig Blacktop And Paving Inc.  
Hump Road  
Hagerstown, Md 21240

NOTE: \_\_\_\_\_

TOTAL FEES 20

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J. m. T.

ARTICLES OF AMENDMENT  
OF  
CRAIG BLACKTOP & PAVING INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 3, 1987 AT 10:25 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 236616

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 1408

RECORD 5.50  
A 2797CHCK 5.50  
01987 10-30 A8:4

ARTICLES OF INCORPORATION

OF

BYERS MARKET, INC.

THIS IS TO CERTIFY:

FIRST: That, We, the subscribers, MICHAEL ALLEN BYERS, whose address is Route #3, Box 231A, Williamsport, Maryland, 21795, and ROLLIN EUGENE BYERS, whose address is 18 North Conococheague St., Williamsport, Maryland, 21795, both being of legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereafter called the Corporation) is: "BYERS MARKET, INC."

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

7/27/87 at 8:29 a.m.

POOLE & POOLE, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN TRUST BUILDING  
81 WEST WASHINGTON STREET  
HAGERSTOWN, MD 21740

72088114

1987 JUL 27 A 8:29 2938 2320

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest

therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object .

expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is 18 North Conococheague St., Williamsport, Maryland, 21795. The Resident Agent of the Corporation is Michael Allen Byers, whose address is Route #3, Box 231A, Williamsport, Maryland, 21795. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of two (2) directors and Michael Allen Byers and Rollin Eugene Byers, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be Ten Thousand (\$10,000.00) Dollars par value, divided into One Thousand (1,000) shares of the par value of Ten (\$10.00) Dollars each. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent

possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to idemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 10th day of July, 1987.

WITNESS:

Aug M. Murray

Michael Allen Byers (SEAL)  
MICHAEL ALLEN BYERS

Aug M. Murray

Rollin Eugene Byers (SEAL)  
ROLLIN EUGENE BYERS

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 10th day of July, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL ALLEN BYERS, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Amy M. Murray  
Notary Public

My Commission Expires:  
July 1, 1990

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 10th day of July, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROLLIN EUGENE BYERS, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Amy M. Murray  
Notary Public

My Commission Expires:  
July 1, 1990.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

247

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

79 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership

Code

ATTENTION:

21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration

59068

87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

MAIL TO ADDRESS:
Boole + Boole
81 W. Washington St
Hagerstown, Md 21740

NOTE:

TOTAL FEES

48

Check Cash

Documents on checks

APPROVED BY:

A

ARTICLES OF INCORPORATION  
OF  
BYERS MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **JULY 27, 1987** AT **8:29** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

8

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 5.50  
22

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2385565

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED NOV 4 1987

RETURN TO:  
POOLE & POOLE  
81 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

022C3011786

A 238143



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2938 2319

Received For Record December 16, 1987 at 2:30 pm liber 38 Corporation

RECORD 1.00  
A 2736CHCK 1.00  
01987 12-16 P2:30

CERTIFICATE OF ARTICLES OF MERGER

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
LIBRA MERGER SUB, INC. (A MD CORP.)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_  
LIBRA ASSOCIATES, INC. (A MD CORP.) SURVIVOR

3) The Articles were accepted for record on 8/25/87, at 3:00 PM

As Witness my hand and the Official seal of the said Department at Baltimore this 28TH day of AUGUST, 19 87.



PAUL B. ANDERSON  
ASSISTANT CORPORATE ADMINISTRATOR

250

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

AMENDMENTS FOR 1987

8/24/87

9:07a

RECORD 5.00  
A 2738CHCK 5.00  
01987 12-16 P2:32

JR

WASHINGTON COUNTY COMMUNITY ACTION COUNCIL, INC.  
ARTICLES OF AMENDMENT

Washington County Community Action Council, Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by adding THIRD paragraph (b) as follows:

(b) To foster, encourage and assist the people and the communities of Washington County of the State of Maryland by making a committment to community development, by undertaking activities which involve designing, providing, or maintaining improvements to land which better the quality of life, and to this end support and coordinate, including among others the acquisition, rehabilitation, and construction of shelter, transitional and low income housing, and the rehabilitation of owner-occupied low income properties.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on January 29, 1987, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a regular meeting of the members of the Corporation to be held on June 18, 1987.

LO b 87 57 907:184

2946 1062

72368153

THIRD: The right to one months prior notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the meeting of the members would be to take action thereon, was waived by all members present and entitled to vote thereon; and like notice was given to all members of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the members of the Corporation at said meeting by the affirmative vote of more than two-thirds of the members.

IN WITNESS WHEREOF, Washington County Community Action Council, Inc., has caused these presents to be signed in its name and on its behalf by its President its corporate seal to be hereunto affixed and attested by its Secretary on June 30, 1987.

WASHINGTON COUNTY  
COMMUNITY ACTION COUNCIL, INC.

BY:

Betty Willison  
Betty Willison, President

I Julie Barr, Secretary, hereby acknowledge on behalf of Community Action Council, Inc. that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

3946 1063

ATTEST:

Julie Barr  
Julie Barr, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 30<sup>th</sup> day of June, 1987, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Betty Willson, President of Washington County Community Action Council, Inc., and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Julie Barr and made oath in due form of law that he was secretary of the meeting of the members of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal, the day and year last above written.

James L. H. S. O.  
Notary Public



My Commission Expires: July 1, 1990

2946 1064



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 B BUSINESS CODE 04 COUNTY 71

# R0215038 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Change of Name  
Change of Principal Office  
Change of Resident Agent  
Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

MAILED DEC 31 1987  
MAIL TO ADDRESS: \_\_\_\_\_  
Wash. Co. Community Action Council, Inc.  
101 Summit Ave  
Hagerstown Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES 50  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: gab

ARTICLES OF AMENDMENT  
OF  
WASHINGTON COUNTY COMMUNITY ACTION COUNCIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 24, 1987 AT 9:07 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_

5.00

RECORDING  
FEE PAID:

\$ 20.00 \_\_\_\_\_

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237037

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2946 1061

APPROVED FOR RECORD

HIGHWAY PETROLEUM SALES, INC.

liber 38

8/27/87 at 9:59 .m.

ARTICLES OF REVIVAL

RECORD 5.00  
A 2739CHCK 5.00  
01987 12-16 P2:32

FIRST: The name of the corporation at the time the charter was forfeited was Highway Petroleum Sales, Inc.

SECOND: The name which the corporation will use after revival is Highway Petroleum Sales, Inc.

THIRD: The name and address of the resident agent is Edward N. Button, P.A., 635 Oak Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland corporation.

FOURTH: These Articles of Revival are for the purpose of reviving the Charter of the corporation.

FIFTH: At or prior to filing these Articles of Revival, the corporation has:

- (a) Paid all fees required by law
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited.
- (c) Paid all state and local taxes on real estate, and all interest and penalties due by the corporation on which would have become due if the Charter had not been forfeited, whether or not barred by limitations.

SIXTH: The address of the principal office in this state is 135 E. Main Street, Hancock, Maryland 21750.

The undersigned who were respectively the last acting President and Secretary of the corporation severally acknowledge the Articles to be their act.

1987 JUL 17 A 03:34

James G. Myers  
James G. Myers  
Last acting President

Satricia A. Woodal  
Satricia Woodal  
Last acting Secretary

72398359

2547 0637

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Robert W. Mitchell, Vice-President of Highway Petroleum Sales, Inc  
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Robert Mitchell  
Robert W. Mitchell  
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on August 10, 1987 before me, the  
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared  
(insert name or county for which notary is appointed)

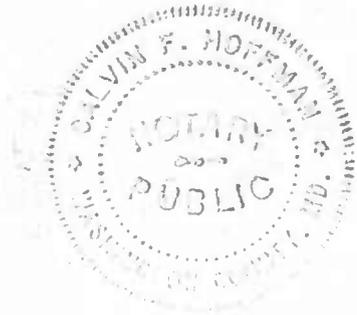
Robert W. Mitchell and made oath under the penalties of  
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Calvin F. Hoffmann  
(signature of notary public)

My Commission expires 7/31/90.





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

257

DOCUMENT CODE 18 B BUSINESS CODE \_\_\_\_\_ COUNTY 71

# D0094243 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) \_\_\_\_\_
- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_ ATTENTION: \_\_\_\_\_

MAILED DEC 31 1987

MAIL TO ADDRESS: Highway Express  
603rd 488  
Hancock, Md 21750

NOTE:

*called Lonscomg, Washington + Allegheny change made on P.A. pr Tom Kij*

TOTAL FEE: \_\_\_\_\_  
50 Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: A

ARTICLES OF REVIVAL  
OF  
HIGHWAY PETROLEUM SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 27, 1987 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

	5.00	
ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00 _____	\$ 30.00 _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237075

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2947 0636

Received for Record December 17, 1987 at 2:32  
o'clock pm liber 38  
Corporation

RECORD 5.00  
A 2740CHK 5.00  
01987 12-16 P2:32

8/31/87 11:20 A

ALADDIN AWARDS INCORPORATED  
ARTICLES OF REVIVAL

First: The name of the corporation at the time the charter was forfeited was ALADDIN AWARDS INCORPORATED.

Second: The name which the corporation will use after revival is ALADDIN AWARDS INCORPORATED.

Third: The name and address of the resident agent are: Shirley E. Paquet, of 1025 Virginia Avenue, Hagerstown, Washington County, Maryland 21740

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At the filing of these Articles of Revival, the corporation has:  
a. Paid all fees required by law;  
b. Filed all annual reports which would have been filed by the corporation if its charter had not been forfeited;  
c. Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

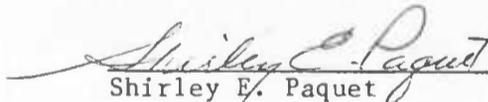
Sixth: The address of the principal office in this state is - 1025 Virginia Avenue, Hagerstown, Washington County, Maryland 21740

EXECUTION OF ARTICLES OF REVIVAL

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

  
Last Acting President  
Grace L. Edlund

Date: August 28, 1987

  
Last Acting Secretary  
Shirley E. Paquet

72438567  
1987 AUG 31 A 11:20

2947 2835

I, Shirley E. Paquet, Secretary of ALADDIN AWARDS, INC. hereby declare that the previously mentioned corporation has paid all State and Local Taxes except of real estate, and all interest and penalties due by the corporation of which would have become due if the charter had not been forfeited whether or not barred by limitations.

*Shirley E. Paquet*  
Shirley E. Paquet

I hereby certify that on August 28, 1987, before me, the subscriber, a notary public of the State of Maryland, in and for Washington County, personally appeared Shirley E. Paquet and made oath under the penalties of perjury, that the matters & facts set forth in this affidavit are true to the best of her knowledge, information and belief.

AS WITNESS MY HAND AND NOTARIAL SEAL

*Grace L. Edlund*  
Grace L. Edlund  
MY COMMISSION EXPIRES JULY 1990  
MY COMMISSION EXPIRES JULY 1990





STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 180

BUSINESS CODE \_\_\_\_\_

COUNTY \_\_\_\_\_

# D0681931

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE      AMOUNT      FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
79	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED DEC 31 1987  
MAIL TO ADDRESS:

Shirley C. Parrott  
1025 W. Virginia Ave  
Hagerstown, Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES

50.00

Check

Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: WJC

ARTICLES OF REVIVAL  
OF  
ALADDIN AWARDS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 31, 1987 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	5.00 RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00 _____	\$ 30.00 _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237146

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2947 2834

Received For Record December 16, 1987 at 2:33 o'clock  
pm liber 38 Corporation

ARTICLES OF AMENDMENT

RECORD 5.00  
A 2741CHCK 5.00  
01987 12-16 P2:33

Joseph R. Wilson, M.D., Chartered

THIS IS TO CERTIFY:

8/31/87

9:29a

FIRST: That the Board of Directors of Joseph R. Wilson, M.D., Chartered, a Maryland Professional Service Corporation, having its principal offices at 1198 Kenly Avenue, Hagerstown, Maryland 21740, at a meeting duly convened and held on August 19, 1987, adopted the following resolution:

RESOLVED, that it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation from Joseph R. Wilson, M.D., Chartered to read as follows:

✓ "Drs. Wilson and Gorby, Chartered" ✓

SECOND: That a Proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders that was held on August 20, 1987, at 9:00 A.M.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Joseph R. Wilson, M.D., Chartered these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this day of August, 1987.

1987 AUG 31 10 29 AM

72438055

2949 0755

Joseph R. Wilson, M.D., Chartered

By *Joseph R. Wilson*  
Joseph R. Wilson, President

Attest:

*Margaret M. Wilson*  
Margaret M. Wilson, Secretary

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on this 25<sup>th</sup> day of August, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph R. Wilson, President of Joseph R. Wilson, M.D. Chartered, a Maryland Professional Corporation, and on behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Margaret M. Wilson, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of her information, knowledge and belief.

WITNESS my hand and Official Notarial Seal.

*Donna E. Gouker*  
Notary Public

My Commission Expires  
July 1, 1990



2949 0756



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

255

DOCUMENT CODE 9A

BUSINESS CODE 06

COUNTY 71

# \_\_\_\_\_

P.A.

Religious

Close

Stock

Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
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56	_____	Penalty
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73	_____	Cert. of Conveyance
80	_____	Special Fee
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21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
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NA	_____	Corp. Good Standing
87	_____	Foreign Corporation
71	_____	Registration
600	_____	Limited Part. Good Standings
	_____	Financial
	_____	Personal Property Reports and late filing penalties
	_____	Other
	_____	Other

Name Change (New Name) Mrs. Wilson and Borby, Chartered

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED DEC 31 1987

MAIL TO ADDRESS: \_\_\_\_\_

Richard Mc Grory  
100 W. Washington St  
Hagerstown, Md  
21740

NOTE: \_\_\_\_\_

TOTAL 20

Check

Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: RB

ARTICLES OF AMENDMENT  
OF  
JOSEPH R. WILSON, M.D., CHARTERED  
Changing its name to  
DRS. WILSON AND GORBY, CHARTERED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 31, 1987 AT 9:29 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ \_\_\_\_\_  
RECORDING FEE PAID: \$ 20.00  
SPECIAL FEE PAID: \$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237183

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2949 0754

Received For Record December 16, 1987 at 8:50 o'clock pm liber 38

Corporation  
RECORD 8.50  
A 2742CHCK 8.50  
01987 12-16 P2:33

ARTICLES OF TRANSFER

9-287      958a

These Articles of Transfer, dated as of this 21 day of August, 1987, are entered into by and between WESTERN MARYLAND FINANCIAL SERVICES, INC., a Maryland corporation (the "Transferor") and JOSEPH D. PROCOPIO and RONALD H. PROCOPIO (the Transferees").

WHEREAS, the parent corporation and sole shareholder of Transferor was, prior to March 20, 1987, First Federal of Maryland, F.S.A., Hagerstown, Maryland ("First Federal");

WHEREAS, on March 20, 1987, the Federal Savings and Loan Insurance Corporation was appointed Receiver for First Federal ("Receiver") by the Federal Home Loan Bank Board, and the Receiver succeeded to all rights, titles, interests and privileges of First Federal, including, without limitation, the rights and obligations of First Federal as sole shareholder of Transferor;

WHEREAS, Transferor owns (i) a sixty-five percent (65%) interest in Clinton View Joint Venture IX, a Maryland Limited Partnership, and (ii) a sixty-five percent (65%) interest in Clinton View Joint Venture VIII, a Maryland Limited Partnership (collectively, the "Joint Venture Interests");

WHEREAS, Transferor desires to sell, and Transferees desire to purchase, the Joint Venture Interests;

72478046

1987 SEP - 2 A 9 58

72465262

2950 1181

NOW THEREFORE, in consideration of the premises, the parties hereto hereby agree and certify to the Maryland State Department of Assessments and Taxation as follows:

1. Transferor hereby agrees to sell, and Transferees hereby agree to purchase, the Joint Venture Interests, as more fully set forth in the Contract of Sale of Limited Partnership Interest dated July 20, 1987 (the "Agreement"), a copy of which Agreement is attached hereto as Exhibit A and incorporated by reference herein.

2. Transferor is a corporation organized and existing under the laws of the State of Maryland with its principal office in Washington County, Maryland.

3. Both Transferees are individuals domiciled in and residents of the State of Maryland.

4. Transferor, through its ownership of the Joint Venture Interests, owns no interest in any land located in the State of Maryland.

5. As consideration for the Joint Venture Interests, Transferees shall pay to Transferor the sum of \$558,869, pursuant to the terms and conditions of the Agreement.

6. The Board of Directors of Transferor, by unanimous written informal action, duly adopted a resolution approving the sale, assignment and transfer of the Joint Venture Interests to Transferees as set forth in the Agreement, and directing that these Articles of Transfer be submitted to the sole shareholder

of Transferor for written informal action, in such manner and by such vote as required by the Articles of Incorporation and By-laws of Transferor and by the Annotated Code of Maryland.

A written informal action approving these Articles of Transfer was signed by the Receiver in its capacity as sole shareholder of Transferor, in such manner and by such vote as required by the Articles of Incorporation and By-laws of Transferor and by the Annotated Code of Maryland.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Transfer to be executed as of the date first above written.

ATTEST:

WESTERN MARYLAND FINANCIAL SERVICES, INC. (Transferor)

[Signature]  
Assistant Secretary, Western Maryland Financial Services, Inc.

By: [Signature]

Its: VICE PRESIDENT & TREASURER

[Signature]

[Signature]  
RONALD H. PROCOPIO (Transferee)

[Signature]

[Signature]  
JOSEPH D. PROCOPIO (Transferee)

CERTIFICATE OF ASSISTANT SECRETARY

I, the undersigned, do hereby certify that I am Assistant Secretary of Western Maryland Financial Services, Inc. ("Transferor").

I further certify that the foregoing Articles of Transfer have been duly approved by all necessary corporate action, have been validly executed by an authorized officer of Transferor and constitute a valid and binding act of Transferor and that, to the best of my knowledge, information and belief and under penalty of perjury, the matters set forth therein are true and correct in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand this 31 day of August, 1987.

  
Assistant Secretary

## CONTRACT OF SALE OF LIMITED PARTNERSHIP INTEREST

THIS CONTRACT OF SALE is made this 20<sup>th</sup> day of July, 1987 by and between Joseph D. Procopio and Ronald H. Procopio (hereinafter "Procopio Brothers" or "Purchaser"), and Western Maryland Financial Services, Inc. (hereinafter "Seller").

## W I T N E S S E T H

WHEREAS, Seller owns Sixty-five (65%) percent of the interests in the CLINTON VIEW JOINT VENTURE IX, a Maryland Limited Partnership; and Sixty-five (65%) percent of the interests in the CLINTON VIEW JOINT VENTURE VIII, a Maryland Limited Partnership, and

WHEREAS, the Procopio Brothers desire to purchase all of Seller's interests in two said limited partnerships, and the Seller desires to sell all of its interest in the two said limited partnerships.

NOW, THEREFORE, in consideration of the premises and the mutual promises contained herein, the parties hereby agree as follows:

1. Partnership Interest. Seller hereby agrees to sell to the Purchaser, and Purchaser hereby agrees to buy from Seller, all of Seller's interests in the CLINTON VIEW JOINT VENTURE VIII, and the CLINTON VIEW JOINT VENTURE IX, (hereinafter collectively the "Two Joint Ventures").

2. Purchase Price. (a) The Purchaser shall pay as the purchase price (hereinafter "Purchase Price"), for all the Seller's interests in the Two Joint Ventures, the sum of Five Hundred Fifty Eight Thousand Eight Hundred Sixty Nine and 00/100 Dollars (\$558,869.00), payable on terms set forth below. The purchase shall include all of Seller's right, title and interests in and to any and all assets of the Two Joint Ventures.

(b) The Purchase Price shall be paid as follows:

(i) a deposit of Five Thousand Dollars (\$5,000.00) shall be paid to the Law Offices of Squire, Sanders and Dempsey, (hereinafter "Escrow Agent") within five (5) days of full ratification of this Contract and applied to the Purchase Price at closing of the sale herein. Said deposit is to be held by Escrow Agent in an interest bearing escrow account for the benefit of the Purchaser.

(ii) the remainder of the Purchase Price shall be paid in cash at settlement.

(c) There shall be no adjustment among the parties hereto for any taxes, rents, profits or accounts of any type. All outstanding performance bonds of the Two Joint Ventures shall remain in full force and effect and shall be and remain the property of the Two Joint Ventures. The Seller shall be released from any obligations or guaranty arising out of any performance bonds of the Two Joint Ventures.

3. Closing. The Closing on this Contract (the "Closing"), shall take place on or before Sixty (60) days from

the date of final execution of this Contract by all parties, at the offices of Troese Title Services, Inc., 5827 Allentown Way, Camp Springs, Maryland. The exact date of settlement shall be at the option of Purchaser, on five business days notice to Seller.

4. Loans to Two Joint Ventures. The Seller hereby agrees that the Purchase Price shall be deemed to be payment in full for all obligations of the Two Joint Ventures or the Purchasers to the Seller or its successors, receivers or assigns, including without limitation, all obligations arising out of loans, advances, contributions or profits of any type related to the Two Joint Ventures. Seller further agrees to release (i) all encumbrances now known to Seller securing any obligations arising out of the Two Joint Ventures upon Closing; and (ii) from and after the date of Closing all encumbrances securing any obligations arising out of the Two Joint Ventures not now known to Seller, as such encumbrances become known to Seller.

5. Contingency. Purchaser's obligations under this Contract are contingent upon Purchaser being able to reach agreement with a lender of Purchasers' selection upon terms and conditions acceptable to Purchaser, for said lender to finance the purchase of the Two Joint Venture interests being sold hereby. In the event that Purchaser is unable to reach such an agreement within Forty Five (45) days from the date of final execution of the Agreement by all parties (hereinafter the "Contingency Period"), the Purchaser shall have the right to

terminate this Contract by written notice to Seller within three (3) business days after the end of the Contingency Period, in which event the Purchaser shall be entitled to an immediate return of said deposit and the parties hereto shall be relieved of all further liability hereunder.

6. Sellers Representations and Warranties. (a) In order to induce the Purchaser to enter into this Contract, and to purchase the interests in said Two Joint Ventures, and in addition to the warranties and representations contained elsewhere in this Contract, the Seller makes the following representations, warranties and covenants, each of which is material and relied on by the Purchaser:

(i) Seller is the absolute owner of Sixty-five percent (65%) of the interests in each of the Two Joint Ventures.

(ii) To the best of Seller's knowledge, Seller has good and marketable title to its percentage interest in the Two Joint Ventures, free and clear of any liens, encumbrances, including, but not limited to, any assignment, hypothecation, transfer, pledge or mortgage thereof.

(iii) Seller has the full power and authority to sell and assign its interests in each of the Two Joint Ventures, in accordance with the terms and provisions of this Contract.

(iv) The Seller is a validly existing Maryland corporation and in good standing.

(v) Upon consummation of the sale pursuant to the terms herein, the Seller shall not have and will not in the

future have any claim or cause of action whatsoever against either of the Two Joint Ventures and their respective general partners, or against either Purchaser arising out of the business of the Two Joint Ventures or the ownership of property by either of the Two Joint Ventures.

(vi) To the best of Seller's knowledge, the entering into this Contract and the assignment of joint venture interests is not prohibited by and is not in violation or breach of (a) any agreement entered into by Seller; (b) any restriction to which the Seller is subject; or (c) any legal or regulatory requirement to which the Seller is subject.

(vii) the Seller will not take, or fail to take any action, or fail to perform any obligation, which would cause any of the foregoing to be untrue as of the Closing.

(b) From and after the date of this Contract, without the express written consent of the Purchasers, Seller covenants and agrees that Seller will not sell, assign or otherwise alienate its interests in the Two Joint Ventures, or any of the assets of the Two Joint Ventures, until settlement hereunder or termination of this contract in accordance with the terms and conditions herein.

7. Purchasers' Representation and Warranty. In order to induce the Seller to enter into this Contract, and to sell the interests in the Two Joint Ventures, the Purchaser makes the following representations, warranties and covenants, each of which is material or relied on by the Seller:

(i) The Purchasers are purchasing the interests in the Two Joint Ventures for the purposes of investment, and not for the purpose of resale.

8. Assignment. The provisions of this Contract shall be binding upon and inure to the benefit of the parties and their respective heirs, executors, successors and assigns. Purchasers shall have the right to assign their interests in this Contract, without the consent of Sellers, to one or more entities wholly owned by one or either of the Purchasers. The Purchasers may assign their interests in this Contract to any entity not wholly owned only upon the written consent of the Seller.

9. Terms of Closing. The terms of the Closing shall be substantially as follows:

(a) Seller shall deliver to Purchasers at Closing:

(i) Assignments of Limited Partnership Interest; in a legally acceptable form.

(ii) Amended Partnership Agreement; setting forth the assignments of the partnership interests contemplated herein and any other amendments reasonably required by Purchaser.

(iii) An Affidavit that the representations and warranties set forth in paragraph six (6) herein are true and correct on and as of the date of closing.

(iv) An opinion of counsel for the Seller stating that:

(1) the Seller is a duly organized and validly existing Maryland corporation in good standing under the laws of Maryland.

(2) this Contract and all assignments or other documents delivered in connection herewith or at closing have been duly authorized, executed and delivered by the Seller, and are valid and binding agreements of the Seller, and enforceable in accordance with their respective terms.

(3) the person executing this Contract has authority, in fact, to bind the Seller and consummate the transactions contemplated herein.

(b) the Seller shall pay all costs of any counsel retained by Seller.

(c) the Purchaser shall pay all other fees or charges for title examination, and recording, and counsel fees for their counsel.

10. Date of Contract. The date of this Contract shall be the date upon which Purchaser and Seller agree to all the terms and conditions set forth herein, as evidenced by the latest date set forth next to the parties signature below.

WITNESS the following signatures:

WITNESS:

[Signature]

[Signature]

\_\_\_\_\_

PURCHASERS

[Signature]  
Ronald H. Procopio

7/20/87

Date

[Signature]  
Joseph D. Procopio

7/20/87

Date

WITNESS:

SELLER

WESTERN MARYLAND  
FINANCIAL SERVICES, INC.

Dana Stein

By:

Franklin D. Coburn

Franklin D. Coburn  
Vice-President and Treasurer

July 15, 1987  
Date



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

279

DOCUMENT CODE 12 B BUSINESS CODE \_\_\_\_\_ COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) Western Maryland Financial Services, Inc.  
DOB 56371

Surviving (Transferee) Joseph D. Procopio and Ronald H Procopio

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>34</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
79	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED DEC 31 1987

MAIL TO ADDRESS: Henry McBlade  
5827 Allentown Way  
Camp Springs, Md  
20748

TOTAL FEES 34

Check \_\_\_\_\_ Cash \_\_\_\_\_

2 Documents on 2 checks

NOTE: \_\_\_\_\_

APPROVED BY: \_\_\_\_\_

ARTICLES OF TRANSFER

BETWEEN

WESTERN MARYLAND FINANCIAL SERVICES, INC. (A MD CORP.) TRANSFEROR

AND

JOSEPH D. PROCOPIO and RONALD H. PROCOPIO (INDIVIDUALS) TRANSFEREES

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND SEPTEMBER 2, 1987 AT 9:58 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING FEE PAID:

\$ 34.00 <sup>8.50</sup>

SPECIAL FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237241

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2950 1180

Received For Record December 16, 1987 at 2:33

o'clock pm liber 38 Corporation  
ARTICLES OF INCORPORATION

KEMP'S MILL ENTERPRISES, INC.

A Maryland Close Corporation  
Organized Pursuant to Title Four  
Of The Corporations and Associations Article  
Of The Annotated Code of Maryland

STATE DEPARTMENT OF ASSESSMENT  
AND TAXATION  
APPROVED FOR RECORD  
8/28/87 at 10:07

RECORD 5.00  
A 2744CHCK 5.00  
01987 12-16 P2:53

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is KEMP'S MILL ENTERPRISES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the ownership, development, rental, and sale of real estate; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 1199 The Terrace, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Thomas G. Pattie, Jr., 1199 The Terrace, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State. ✓

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Thomas G. Pattie, Jr.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

1987 AUG 28 A 10:07

72408194

2998 098

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of August, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard W. Lauricella  
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 26th day of August, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Pamela S. Ambrose  
Notary Public

My Commission Expires:  
July 1, 1990

2948 0971



DOCUMENT CODE 029 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
7	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Richard Lawicella</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 1269</u>
	_____	Other _____	<u>Hagerstown, Md</u>
	_____	Other _____	<u>21741-1269</u>

TOTAL FEES 40 Check \_\_\_\_\_ Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

MAIL TO ADDRESS: Richard Lawicella  
P.O. Box 1269  
Hagerstown, Md  
21741-1269

NOTE: \_\_\_\_\_

APPROVED BY: PCM

ARTICLES OF INCORPORATION  
OF  
KEMP'S MILL ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **AUGUST 28, 1987** AT **10:07** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 20

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2403640

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
RICHARD LAURICELLA  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

044C3011453

A 239972



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2948 0929

Received For Record December 16, 1987 at 2:33 o'clock pm liber 38  
ENVIRONMENTAL TECHNOLOGY, INC.

ROUTE 8, BOX 50  
HAGERSTOWN, MARYLAND 21740

(301) 791-0851  
(301) 791-5837

RECORD 5.00  
B 2743CHK 5.00  
01987 12-16 P2:33

I. M. TAYLOR  
PRESIDENT

TELEX  
981374 ETINC USA

EASYLINK  
62035415

August 19, 1987

ARTICLES OF REVIVAL

1. The name of the corporation at the time the charter was forfeited was: Environmental Technology Inc. (D 0951608)
2. The name which the corporation will use after revival is: Environmental Technology Inc. (D 0951608)
3. The name and address of the resident agent is:  
Irene M. Taylor  
President  
Environmental Technology Inc.  
Route 8, Box 50  
Hagerstown, MD 21740.
4. These Articles of Revival are for the purpose of reviving the charter of the corporation.
5. I, Irene M. Taylor, President of Environmental Technology Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes due, all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations, paid all fees as required by law and filed all annual reports.

The undersigned who were respectively the last acting President and Vice President & Secretary of the corporation severally acknowledge the Articles to be their act.

*Irene M. Taylor*  
Irene M. Taylor  
President

*Donald J. K. Taylor*  
Donald J. K. Taylor  
Vice President & Secretary

LYNDA A. FRITZ  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires July 1, 1990

*Lynnda A. Fritz*

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

8/02/87 at 9:00 .m.

2451 1019





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY \_\_\_\_\_

# D0951608 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u> <del>50</del>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED DEC 31 1987  
MAIL TO ADDRESS: \_\_\_\_\_

Environmental Technology, Inc.  
Route 8 Box 50  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES 50

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.



ARTICLES OF REVIVAL  
OF  
ENVIRONMENTAL TECHNOLOGY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 1, 1987 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

*5.80*  
\$ 20.00

SPECIAL  
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237263

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2951 1018

vjr

Received For Record December 16, 1987 at 2:34 o'clock pm liber 38

RECORD 5.00  
A 2745CHCK 5.00  
01987 12-16 P2:34

ARTICLES OF INCORPORATION  
REEDER ENTERPRISES, INC.

STATE DEPARTMENT OF ASSESSMENT  
AND TAXATION

8/28/87  
APPROVED FOR RECORD  
at 10:07

A Maryland Close Corporation  
Organized Pursuant to Title Four  
Of The Corporations and Associations Article  
Of The Annotated Code of Maryland

FIRST: I, Kent N. Oliver, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is REEDER ENTERPRISES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in real estate sales and services; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 101 East Franklin Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kent N. Oliver, 28 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Iris S. Reeder.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

1987 AUG 28 A 10:07

72408195

2548 0934

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of August, 1987, and I acknowledge the same to be my act.

WITNESS.

*[Handwritten signature]*

*[Handwritten signature]*  
Kent N. Oliver

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 27th day of August, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kent N. Oliver and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



*Pamela S. Ambrose*  
Notary Public

My Commission Expires:  
July 1, 1990

3548 0935



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Code

ATTENTION:

MAIL TO ADDRESS:

Richard Lauricella  
PO Box 1269  
Hagerstown, MD  
21741-1269

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCM

NOTE:

ARTICLES OF INCORPORATION  
OF  
REEDER ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **AUGUST 28, 1987** AT **10:07** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2403657

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
RICHARD LAURICELLA  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

044C3011454

A 239973



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2948 .0933

Received For Record Decembewr 16, 1987 at 2:34 o'clock pm liber 38 Corporation

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2746CHCK 5.00  
01987 12-16 P2:34

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

NOAH'S HOMES, INC.

APPROVED FOR RECORD

1-26-87 BY 8:20W .M.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, John E. Skaggs, III, whose address is Route 5, Box 1, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Noah's Homes, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

New construction of residential homes.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

R AND BENJAMIN, P.A.  
ATTORNEYS AT LAW  
AGERSTOWN, MARYLAND

1987 AUG 26 P 8:24

72388123

2948 0992

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

✓  
FOURTH: The address of the principal office of the Corporation in this State is Route 5, Box 1, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is John E. Skaggs, III, Route 5, Box 1, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than two (2); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John E. Skaggs, III, and Cathie A. Skaggs.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class,

from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24 day of August, 1987.

WITNESS:

Tammi Easterday

John E. Skaggs, III

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 24 day of August, 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John E. Skaggs, III, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Tammi Easterday  
Notary Public



Commission Expires:  
July 1, 1990



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

295

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
77	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

George Snyder Jr  
28 Sonathan St  
Hagerstown md  
21740

NOTE: \_\_\_\_\_

TOTAL FEE

49

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: gms

ARTICLES OF INCORPORATION  
OF  
NOAH'S HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **AUGUST 26, 1987** AT **8:20** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20

RECORDING  
FEE PAID:

\$ 5.00  
20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2403772

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
GEORGE SNYDER, JR.  
28 JONATHAN ST.  
HAGERSTOWN

MD 21740

044C3011466

A 239984



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2948 0991

STATE DEPARTMENT OF ASSOCIATIONS AND CORPORATIONS

297

RECORD 5.00  
A 2747CHCK 5.00  
01987 12-16 P2:34

APPROVED FOR RECORD

g/31/87 10:35  
MICHAEL E. ANDERSON, D.D.S., P.A.

ARTICLES OF INCORPORATION

FIRST: I, Michael E. Anderson, D.D.S., whose post office address is 1750 Dual Highway, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is MICHAEL E. ANDERSON, D.D.S., P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) The general practice of dentistry; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1750 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Michael E. Anderson, D.D.S., 1750 Dual Highway, Hagerstown, Maryland 21740.

1987 AUG 31 A 10 12

72438239

2948 2508

Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Michael E. Anderson, D.D.S.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of AUGUST, 1987, and I acknowledge same to be my act.

*Michael E. Anderson* D.D.S.  
Michael E. Anderson, D.D.S.



DOCUMENT CODE

020

BUSINESS CODE

06

COUNTY

71

# \_\_\_\_\_

P.A

\_\_\_\_\_ Religious

\_\_\_\_\_ Close

Stock

\_\_\_\_\_ Nonstock

Merging (Transferor)

Surviving (Transferee)

\_\_\_\_\_

\_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name)

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

7	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Charles P. Strong, Jr. P.A.  
21 Summit Ave.  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES

40

Check

\_\_\_\_\_ Cash

Documents on \_\_\_\_\_

checks

APPROVED BY:

J.M.T.

ARTICLES OF INCORPORATION  
OF  
MICHAEL E. ANDERSON, D.D.S., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND AUGUST 31, 1987 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 5.00 20 \_\_\_\_\_

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2406098

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED DEC 31 1987  
CHARLES P. STRONG, JR. P.A.  
21 SUMMIT AVE.  
HAGERSTOWN MD 21740

047C3010187

A 240150



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2948 2507

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

303

Received for record December 16, 1987  
at 2:34 o'clock pm liber 38 Corporation

ML 9/4/87 at 10:30 AM

RECORD 5.00  
A 2748CHCK 5.00  
01987 12-16 P2:3

ARTICLES OF INCORPORATION

R. & K. RENTALS UNLIMITED, INC.

FIRST: THE UNDERSIGNED (RICHARD E. KEYSER JR., KEITH D. BARNHART), WHOSE POST OFFICE ADDRESSES ARE (704 W. OAK RIDGE DRIVE, HAGERSTOWN, MARYLAND, 21740, RT. 5 BOX 362 C, HAGERSTOWN, MARYLAND, 21740) BEING AT LEAST EIGHTEEN (18) YEARS OF AGE, DO HEREBY FORM A CORPORATION UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREAFTER REFERRED TO AS THE "CORPORATION") IS R. & K. RENTALS UNLIMITED, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE:

(1). TO OWN, OPERATE AND MANAGE COMMERCIAL AND RESIDENTIAL REAL ESTATE OF EVERY NATURE AND KIND AND TO CARRY ON SUCH BUSINESS AS RENTAL PROPERTY OWNERS AND MANAGERS AND OTHER ACTIVITIES AS MAY BE NECESSARY OR INCIDENTAL TO SUCH BUSINESS, AND TO ENGAGE IN ANY OTHER LAWFUL BUSINESS.

(2). TO DO ANYTHING PERMITTED BY SECTION 2-103 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLES OF THE ANNOTATED CODE OF MARYLAND, AS AMENDED FROM TIME TO TIME.

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS (704 W. OAK RIDGE DRIVE, HAGERSTOWN, MARYLAND, 21740). THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN THIS STATE IS RICHARD E. KEYSER JR., 704 W. OAK RIDGE DRIVE, HAGERSTOWN, MARYLAND, 21740. SAID AGENT IS AN INDIVIDUAL ACTUALLY RESIDING IN THIS STATE.

FIFTH: THE TOTAL NUMBER OF SHARES OF CAPITAL STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE THOUSAND (5,000) SHARES OF COMMON STOCK, WITH NO PAR VALUE.

SIXTH: THE NUMBER OF DIRECTORS SHALL NEVER BE LESS THAN THREE, PROVIDED THAT;

(1). IF THERE IS NO STOCK OUTSTANDING THE NUMBER OF DIRECTORS MAY BE LESS THAN THREE BUT NOT LESS THAN ONE: AND

(2). IF THERE IS STOCK OUTSTANDING AND SO LONG AS THERE IS LESS THAN THREE STOCKHOLDERS, THE NUMBER OF DIRECTORS MAY BE LESS THAN THREE BUT NOT LESS THAN THE NUMBER OF STOCKHOLDERS.

THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFY ARE: RICHARD E. KEYSER JR., KEITH D. BARNHART.

1987 SEP -4 10:36

72478335

2949 2002

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND THE STOCKHOLDERS.

(1). THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF IT'S STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF IT'S STOCK OF ANY CLASS OR CLASSES, WHETHER NOW OR HEREAFTER AUTHORIZED.

(2). THE BOARD OF DIRECTORS OF THE CORPORATION MAY CLASSIFY OR RECLASSIFY ANY UNISSUED SHARES BY FIXING OR ALTERING IN ANY ONE OR MORE RESPECTS, FROM TIME TO TIME BEFORE ISSUANCE OF SUCH SHARES, THE PREFERENCES, RIGHTS, VOTING POWERS RESTRICTIONS AND QUALIFICATIONS OF THE DIVIDENDS ON, THE TIMES AND PRICES OF REDEMPTION OF, AND THE CONVERSION OF, SUCH SHARES.

(3). THE ENUMERATION AND DEFINITION OF A PARTICULAR POWER OF THE BOARD OF DIRECTORS INCLUDED IN THE FOREGOING SHALL IN NO WAY BE LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OF THIS OR ANY OTHER ARTICLE OF THE CHAPTER OF THE CORPORATION, OR CONSTRED AS OR DEEMED BY INFERENCE OR OTHERWISE IN ANY MANNER TO EXCLUDE OR LIMIT ANY POWERS CONFERRED UPON THE BOARD OF DIRECTORS UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND NOW OR HEREAFTER IN FORCE.

EIGHT: EXCEPT AS MAY OTHERWISE BE PROVIDED BY THE BOARD OF DIRECTORS OF THE CORPORATION, NO HOLDER OF ANY SHARES OF THE STOCK OF THE CORPORATION SHALL HAVE ANY PRE-EMPTIVE RIGHT TO PURCHASE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE ANY SHARES OF STOCK OF THE CORPORATION OF ANY CLASS NOW OR HEREAFTER AUTHORIZED OR ANY SECURITIES EXCHANGEABLE FOR OR CONVERTABLE INTO SUCH SHARES, OR ANY WAARANTS OR OTHER INSTRUMENTS EVIDENTING RIGHTS OR OPTIONS TO SUBSCRIBE FOR, PURCHASE OR OTHERWISE ACQUIRE SUCH SHARES.

NINTH: (1). AS USED IN THIS ARTICLE NINTH, ANY WORD OR WORDS THAT ARE DEFINED IN SECTION 2-418 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND (THE "INDEMNIFICATION SECTION"), AS AMENDED FROM TIME TO TIME, SHALL HAVE THE SAME MEANING AS PROVIDED IN THE INDEMNIFICATION SECTION.

(2). THE CORPORATION SHALL INDEMNIFY A PRESENT OR FORMER DIRECTOR OR OFFICER OF THE CORPORATION IN CONNECTION WITH A PROCEEDING TO THE FULLEST EXTENT PERMITTED BY AND IN ACCORDANCE WITH THE INDEMNIFICATION SECTION.

(3). WITH RESPECT TO ANY CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER, THE CORPORATION MAY INDEMNIFY SUCH CORPORATE REPRESENTATIVE IN CONNECTION WITH A PROCEEDING TO THE FULLEST EXTENT PERMITTED BY AND IN ACCORDANCE WITH THE INDEMNIFICATION SECTION; PROVIDED, HOWEVER, THAT TO THE EXTENT A CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER SUCCESSFULLY DEFENDS ON THE MERITS OR OTHERWISE ANY PROCEEDING REFERRED TO IN SUBSECTIONS (B) OR (C) OF THE INDEMNIFICATION SECTION OR ANY CLAIM ISSUED OR MATTER RAISED IN SUCH PROCEEDING, THE CORPORATION SHALL

NOT INDEMNIFY SUCH CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER UNDER THE INDEMNIFICATION SECTION UNLESS AND UNTIL IT SHALL HAVE BEEN DETERMINED AND AUTHORIZED IN THE SPECIFIC CASE BY (i) AN AFFIRMATIVE VOTE AT A DULY CONSTITUTED MEETING OF A MAJORITY OF THE BOARD OF DIRECTORS WHO WERE NOT PARTIES TO THE PROCEEDINGS; OR (ii) AN AFFIRMATIVE VOTE, AT A DULY CONSTITUTED MEETING OF A MAJORITY OF ALL THE VOTES CAST BY STOCKHOLDERS WHO ARE NOT PARTIES TO THE PROCEEDING, THAT INDEMNIFICATION OF SUCH CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER IS PROPER IN THE CIRCUMSTANCES.

IN WITNESS WHEREOF WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THIS 31<sup>st</sup> DAY OF August, 1987, AND SEVERALLY ACKNOWLEDGE THE SAME TO BE OUR ACT.

Sharon L. Mann

Richard E. Keyser Jr.  
RICHARD E. KEYSER JR.

Sharon L. Mann

Keith D. Barnhart  
KEITH D. BARNHART



STATE OF MARYLAND, COUNTY OF WASHINGTON, TO-WIT

I HEREBY CERTIFY, THAT ON THIS 31<sup>st</sup> DAY OF August, 1987 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED RICHARD E. KEYSER JR., KEITH D. BARNHART, ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL

Shirley V. Phillips  
NOTARY PUBLIC



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock  Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Richard Etlinger Jr</u>
600	_____	Personal Property Reports and late filing penalties	<u>704 W. Oak Drive</u>
	_____	Other _____	<u>Hagerstown, MD 21740</u>
	_____	Other _____	

TOTAL FEES 40.00  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

MAIL TO ADDRESS:  
Richard Etlinger Jr  
704 W. Oak Drive  
Hagerstown, MD 21740

APPROVED BY: Dr

ARTICLES OF INCORPORATION  
OF  
R. & K. RENTALS UNLIMITED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 4, 1987 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 5.00  
20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2408805

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED DEC 31 1987  
RICHARD E. KEYSER JR.  
704 W. OAK RIDGE DRIVE  
HAGERSTOWN MD 21740

049C3010357

A 240475



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2949 2001

RECORD 5.00  
A 2749CHCK 5.00  
01987 12-16 P2:34

ARTICLES OF INCORPORATION

G. A. MANN INCORPORATED

9/4/87 at 10:36 A

FIRST: THE UNDERSIGNED ( GREGORY A. MANN, SHARON L. MANN), WHOSE POST OFFICE ADDRESSES ARE (117 MARTIN CIRCLE, HAGERSTOWN, MARYLAND, 21740, 117 MARTIN CIRCLE, HAGERSTOWN, MARYLAND, 21740). BEING AT LEAST EIGHTEEN (18) YEARS OF AGE, DO HEREBY FORM A CORPORATION UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREAFTER REFFERED TO AS THE "CORPORATION"), IS G. A. MANN INCORPORATED.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE:

(1). ENGAGE IN BUSINESS AS A CONSTRUCTION GENERAL CONTRACTOR. TO ERECT COMMERCIAL AND RESIDENTIAL DWELLINGS OF EVERY NATURE AND KIND AND TO CARRY ON SUCH BUSINESS AS CONSTRUCTION GENERAL CONTRACTORS AND OTHER ACTIVITIES AS MAY BE NECESSARY OR INCIDENTAL TO SUCH BUSINESS: AND TO ENGAGE IN ANY OTHER LAWFUL BUSINESS.

(2). TO DO ANYTHING PERMITTED BY SECTION 2-103 OF THE CORPORATIONS ANS ASSOCIATIONS ARTICLES OF THE ANNOTATED CODE OF MARYLAND, AS AMENDED FROM TIME TO TIME.

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS (117 MARTIN CIRCLE, HAGERSTOWN, MARYLAND, 21740), THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN THIS STATE IS GREGORY A. MANN, 117 MARTIN CIRCLE, HAGERSTOWN, MARYLAND, 21740. SAID AGENT IS AN INDIVIDUAL ACTUALLY. RESIDING IN THIS STATE.

FIFTH: THE TOTAL NUMBER OF SHARES OF CAPITAL STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE THOUSAND (5,000) SHARES OF COMMON STOCK, WITH NO PAR VALUE.

SIXTH: THE NUMBER OF DIRECTORS SHALL BE LESS THAN THREE, PROVIDED THAT;

(1). IF THERE IS NO STOCK OUTSTANDING THE NUMBER OF DIRECTORS MAY BE LESS THAN THREE BUT NOT LESS THAN ONE: AND

(2). IF THERE IS STOCK OUTSTANDING AND SO LONG AS THERE IS LESS THAN THREE STOCKHOLDERS, THE NUMBER OF DIRECTORS MAY BE LESS THAN THREE BUT NOT LESS THAN THE NUMBER OF STOCKHOLDERS.

THE NAME OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFY ARE: GREGORY A. MANN, SHARON L. MANN.

1987 SEP - 4 10:36

72478333

2949 2007

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND THE STOCKHOLDERS.

(1). THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF IT'S STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF IT'S STOCK OF ANY CLASS OR CLASSES, WHETHER NOW OR HEREAFTER AUTHORIZED.

(2). THE BOARD OF DIRECTORS OF THE CORPORATION MAY CLASSIFY OR RECLASSIFY ANY UNISSUED SHARES BY FIXING OR ALTERING IN ANY ONE OR MORE RESPECTS, FROM TIME TO TIME BEFORE ISSUANCE OF SUCH SHARES, THE PREFERENCES, RIGHTS, VOTING POWERS RESTRICTIONS AND QUALIFICATIONS OF THE DIVIDENDS ON, THE TIMES AND PRICES OF REDEMPTION OF, AND THE CONVERSION OF, SUCH SHARES.

(3). THE ENUMERATION AND DEFINITION OF A PARTICULAR POWER OF THE BOARD OF DIRECTORS INCLUDED IN THE FOREGOING SHALL IN NO WAY BE LIMITED OR RESTRICTED BY REFERENCE TO OR INFERENCE FROM THE TERMS OF ANY OTHER CLAUSE OF THIS OR ANY OTHER ARTICLE OF THE CHAPTER OF THE CORPORATION, OR CONSTRED AS OR DEEMED BY INFERENCE OR OTHERWISE IN ANY MANNER TO EXCLUDE OR LIMIT ANY POWERS CONFERRED UPON THE BOARD OF DIRECTORS UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND NOW OR HEREAFTER IN FORCE.

EIGHT: EXCEPT AS MAY OTHERWISE BE PROVIDED BY THE BOARD OF DIRECTORS OF THE CORPORATION, NO HOLDER OF ANY SHARES OF THE STOCK OF THE CORPORATION SHALL HAVE ANY PRE-EMPTIVE RIGHT TO PURCHASE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE ANY SHARES OF STOCK OF THE CORPORATION OF ANY CLASS NOW OR HEREAFTER AUTHORIZED OR ANY SECURITIES EXCHANGEABLE FOR OR CONVERTABLE INTO SUCH SHARES, OR ANY WAARANTS OR OTHER INSTRUMENTS EVIDENTING RIGHTS OR OPTIONS TO SUBSCRIBE FOR, PURCHASE OR OTHERWISE ACQUIRE SUCH SHARES.

NINTH: (1). AS USED IN THIS ARTICLE NINTH, ANY WORD OR WORDS THAT ARE DEFINED IN SECTION 2-418 OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND (THE "INDEMNIFICATION SECTION"), AS AMENDED FROM TIME TO TIME, SHALL HAVE THE SAME MEANING AS PROVIDED IN THE INDEMNIFICATION SECTION.

(2). THE CORPORATION SHALL INDEMNIFY A PRESENT OR FORMER DIRECTOR OR OFFICER OF THE CORPORATION IN CONNECTION WITH A PROCEEDING TO THE FULLEST EXTENT PERMITTED BY AND IN ACCORDANCE WITH THE INDEMNIFICATION SECTION.

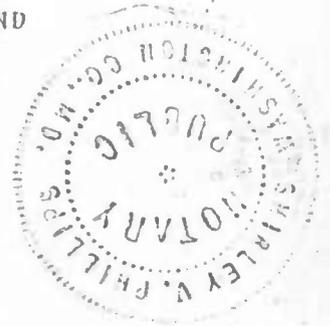
(3). WITH RESPECT TO ANY CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER, THE CORPORATION MAY INDEMNIFY SUCH CORPORATE REPRESENTATIVE IN CONNECTION WITH A PROCEEDING TO THE FULLEST EXTENT PERMITTED BY AND IN ACCORDANCE WITH THE INDEMNIFICATION SECTION; PROVIDED, HOWEVER, THAT TO THE EXTENT A CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER SUCCESSFULLY DEFENDS ON THE MERITS OR OTHERWISE ANY PROCEEDING REFERRED TO IN SUBSECTIONS (B) OR (C) OF THE INDEMNIFICATION SECTION OR ANY CLAIM ISSUED OR MATTER RAISED IN SUCH PROCEEDING, THE CORPORATION SHALL

NOT INDEMNIFY SUCH CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER UNDER THE INDEMNIFICATION SECTION UNLESS AND UNTIL IT SHALL HAVE BEEN DETERMINED AND AUTHORIZED IN THE SPECIFIC CASE BY (1) AN AFFIRMATIVE VOTE AT A DULY CONSTITUTED MEETING OF A MAJORITY OF THE BOARD OF DIRECTORS WHO WERE NOT PARTIES TO THE PROCEEDINGS; OR (ii) AN AFFIRMATIVE VOTE, AT A DULY CONSTITUTED MEETING OF A MAJORITY OF ALL THE VOTES CAST BY STOCKHOLDERS WHO ARE NOT PARTIES TO THE PROCEEDING, THAT INDEMNIFICATION OF SUCH CORPORATE REPRESENTATIVE OTHER THAN A PRESENT OR FORMER DIRECTOR OR OFFICER IS PROPER IN THE CIRCUMSTANCES.

IN WITNESS WHEREOF WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THIS 31<sup>st</sup> DAY OF August, 1987, AND SEVERALLY ACKNOWLEDGE THE SAME TO BE OUR ACT.

[Signature]  
[Signature]

[Signature]  
GREGORY A. MANN  
[Signature]  
SHARON L. MANN



STATE OF MARYLAND, COUNTY OF WASHINGTON, TO-WIT

I HEREBY CERTIFY, THAT ON THIS 31<sup>st</sup> DAY OF August, 1987 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED GREGORY A. MANN AND SHARON L. MANN, ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE THEIR VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL

[Signature]  
NOTARY PUBLIC



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. Religious ✓ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
7	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Dwight A. Mason</u>
600	_____	Personal Property Reports and late filing penalties	<u>117 Myrtle Circle</u>
	_____	Other _____	<u>Hagerstown, Md 21740</u>
	_____	Other _____	_____

TOTAL FEES 40.00 Check \_\_\_\_\_ Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
G. A. MANN INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 4, 1987 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2408813

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED DEC 31 1987

RETURN TO:  
GREGORY A. MANN  
117 MARTIN CIRCLE  
HAGERSTOWN

MD 21740

049C3010358

A 240476



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2949 2006

RECORD 5.00  
A 2750CHCK 5.00  
01987 12-16 12:35

WOODCUTTERS, INC.

ARTICLES OF INCORPORATION

PK

FIRST: I, Edward N. Button, whose address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Woodcutter's, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of cutting lumber and logs, transportation and sale of wood products, stones, fireplace inserts, cleaning and repairing of stones, fireplaces and woodburning inserts, cleaning and repairing of stones, fireplaces and woodburning inserts. Cleaning chimneys and woodburning stones and inserts; maintain offices, storage facilities, garages and wood processing facilities, garages and wood processing facilities; to purchase, sell or lease wood cutting equipment of any design or description including equipment of all types and supplies; and,

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, conveneient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conductive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Rt. 1 Box 178A, Hancock, MD 21750. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 635 Oak Hill Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five thousand (5,000) shares of common stock, without par value.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

9-4-87 at 9:00 a.m.

72478041

2950 0515

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until her successors are duly chosen and qualifies is: Kimberly Unger.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Chapter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, or any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall be determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18<sup>th</sup> day of MAY, 1987, and I acknowledge the same to be my act.

Barbara R. Huston  
WITNESS

Edward N. Button  
Edward N. Button



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS: Edward N. Button, Esq. 635 Oak Hill Ave Hagerstown, Md 21740

TOTAL FEES

40.00

Check Cash

Documents on checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION  
OF  
WOODCUTTER'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 4, 1987 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2409571

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED DEC 31 1987  
EDWARD N. BUTTON, ESQUIRE  
635 OAK HILL AVENUE  
HAGERSTOWN MD 21740

051C3010434

A 240573



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER FOLIO 2950 0514

ARTICLES OF INCORPORATION

OF

1987 SEP -8 A 8:07

RECORD 5.00  
CHECK 5.00  
01987 12-16 P2:35

AMERICAN FITNESS, INC.

STATE DEPARTMENT OF REVENUE

APPROVED 10:30 - THIS IS TO CERTIFY:

9/16/87 at 10:30 FIRST: I, the undersigned, Douglas G. Moul, whose address is 44 North Potomac Street, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is American Fitness, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

Physical fitness center and sale of physical fitness equipment and supplies.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

DER AND BENJAMIN, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

STATE DEPARTMENT OF REVENUE  
APPROVED [Signature]  
at \_\_\_\_\_ .m.

72508053

2950 1795

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The address of the principal office of the Corporation in this State is 835 Northern Avenue, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Douglas G. Moul  
44 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand shares (1,000) of no par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dave C. Royer and Wendy L. Royer.

2950 1796

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 3<sup>rd</sup> day of September, 1987.

WITNESS:

Tammi Easterday

Douglas G. Moul  
Douglas G. Moul

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 3<sup>rd</sup> day of September, 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Douglas G. Moul, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.



Tammi Easterday  
Notary Public

My Commission Expires:  
July 1, 1990



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

321

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3P</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: George E. Snyder, Jr. Esq.

MAIL TO ADDRESS: Snyder + Benjamin, P.A.  
28 Jonathan St.  
Hagerstown, MD  
21740

NOTE: George Snyder's office  
authorized execution of  
RA

TOTAL FEES 49.50  
~~48.50~~  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: DK

ARTICLES OF INCORPORATION  
OF  
AMERICAN FITNESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 10, 1987 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2410439

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
SNYDER & BENJAMIN, P.A.  
ATTN: GEORGE E. SNYDER, JR. ESQ.  
28 JONATHAN ST.  
HAGERSTOWN MD 21740

052C3010520

A 240684



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2950 1794

## ARTICLES OF INCORPORATION

OF

RECORD	5.00
A 2752CHOK	5.00
01987 12-16	P2:35

9/4/87 at 9:30 A

FOX TURN, INC.  
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is FOX TURN, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are as follows:

To breed and raise horses, to train and to show horses, and to provide facilities for breeding, training and showing horses and to own and lease facilities and horses to accomplish the above purposes.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office of the principal office of the Corporation in this State is Route # 1, Box 46A, Fairplay,

72478087

2951 1560

Maryland, 21733. The name and post office address of the resident agent of the Corporation in this State are John T. Staub, Route # 1, Box 46A, Fairplay, Maryland, 21733. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares with a par value of One Hundred Dollars (\$100.00) per share or an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no board of directors. Until the election to have no Board of Directors shall become effective there shall be one director whose name shall be John T. Staub.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3 day of September, 1987.

WITNESS:

Joanne Snyder

Howard W. Gilbert, Jr. (SEAL)  
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3 day of September 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Joanne Snyder  
Notary Public

My Commission Expires:  
July 1, 1990





STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

325

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>76</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>20</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

H.W. Gilbert Co.  
35 E. Washington St.  
Hagerstown, Md 21740  
 MAILED DEC 31 1981

NOTE: \_\_\_\_\_

TOTAL FEES

48.00

\_\_\_\_\_ Check \_\_\_\_\_ Cash

1 Documents on 2 checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
FOX TURN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 4, 1987 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID: 5.00	SPECIAL FEE PAID:
\$ _____ 20	\$ _____ 20	\$ _____

D2412211

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
H.W. GILBERT, ESQUIRE  
35 E. WASHINGTON ST.  
HAGERSTOWN MD 21740

054C3010698

A 240855



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2951 1559

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

9-14-87 at 9:00 A.M.

ARTICLES OF INCORPORATION

OF

OLD APPLE TREE SCHOOL, INC.

RECORDED  
A 2753CHCK  
01987 12-16 P2:  
5.0  
5.0  
P2:

FIRST: I, Paulette K. Nehemias, whose post office address is Route 5, Box 408, Hagerstown, Maryland 21740, being at least eighteen years of age, hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter "Corporation") is OLD APPLE TREE SCHOOL, INC.

THIRD: The purposes for which the Corporation is formed are:

1987 SEP 14 A 9:00

(a) The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law), and more specifically, to receive and administer funds for such charitable purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article ELEVENTH of these Articles of Incorporation, or as shall be in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive,

207870

take title to hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporations or coporations, domestic or foreign, but only for the foregoing purposes, or some of them; and in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Reveune Law).

(c) Included among the charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

To offer and provide high-quality horseback riding instruction and recreational opportunities for physically and/or mentally disabled children and adults as well as for able bodied riders; to offer and provide boarding for horses, demonstrations, and any other activities appropriate to promote the concept of riding for disabled persons.

✓ FOURTH: The post office address of the principal office of the Corporation is Route 5, Box 408, Hagerstown, Maryland 21740.

✓ FIFTH: The names of the Resident Agent of the Corporation is Paulette K. Nehemias whose post office address is Route 5, Box 408, Hagerstown, Maryland 21740.

SIXTH: The Corporation is not organized for profit, and 2951 2681

it shall have no capital stock. The Corporation has no authority to issue capital stock.

SEVENTH: The number of Directors of the Corporation shall be four (4), which number may be increased pursuant to the ByLaws of the Corporation, but shall never be less than four(4). The names of the Directors, who shall act until the first annual meeting or until their successors are chosen and qualified are Louise H. Keuper, Norman E. Keuper, Jonathan P. Nehemias and Paulette K. Nehemias

EIGHTH: Membership of the Corporation shall be as provided by the By-Laws if the Corporation, and such membership may, but need not, be divided into classes. The By-Laws shall provide the rights, privileges, and qualifications of each class of members.

NINTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

TENTH: The Corporation may by its ByLaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

ELEVENTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, or foundations created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article ELEVENTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, literary, or

educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TWELFTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

THIRTEENTH: (1) As used in this Article THIRTEENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section: provided, however, that to the extent a corporate representative other than a present ~~2051~~ <sup>2051</sup> former director or officer successfully defends on the merits of

otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this second day of September, 1987 and I acknowledge the same to be my Act.

Paulette K. Nehemias  
Paulette K. Nehemias

WITNESS:

Patricia K. Blahy



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 D BUSINESS CODE 04 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>70</u>	Organ. & Capitalization
61	<u>70</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: Judy Lyons Wolf, Esq.

MAIL TO ADDRESS: Valley Road Box 230 Knoxville, MO 21758

TOTAL FEES 40.00

\_\_\_\_\_ Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
OLD APPLE TREE SCHOOL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **SEPTEMBER 14, 1987** AT **9:00** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ **20** \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ **20** \_\_\_\_\_

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

**D2413326**

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED DEC 31 1987**  
ATTN: JUDY LYONS WOLF, ESQUIRE  
VALLEY ROAD BOX 230  
KNOXVILLE MD 21758

055C3010809

**A 240939**



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO **2951 2679**

RECORD 5.50  
A 2754CHCK 5.50  
01987 12-16 P2:36

J

THE CHURCH OF GOD OF WILLIAMSPORT  
ARTICLES OF INCORPORATION

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereinafter defined) of the congregation of the THE CHURCH OF GOD OF WILLIAMSPORT (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3, of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is:

The Church of God of Williamsport.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

That in order that there be no misunderstanding as to the objectives and purposes for which the affairs of the Church of God of Williamsport are conducted, it is hereby expressly declared that the Church of God of Williamsport shall continue to be as it has been heretofore, a religious, nonprofit organization, not operated for the financial gain or profit of any person or group, and that all net receipts of the Church of God of Williamsport shall be used for religious, charitable and educational purposes.

Let it be known that we are opposed to the union of church and state under any circumstances. We heartily endorse the democratic way of life and faithfully pledge ourselves to its support, maintenance and progress.

The Church of God of Williamsport stands now, as it has always stood, for the whole Bible rightly divided and for the New Testament as the only rule for government and discipline. We declare the New Testament as our Rule of faith and practice and declare the laws and teachings of the Bible as set forth by the minutes of the Assembly of the Church of God, Cleveland, Tennessee.

Let it be known that the Church of God of Williamsport, Maryland accepts the faith, government and teachings as outlined in the General Assembly Minutes of the Church of God, Cleveland Tennessee.

The Church of God of Williamsport was brought into being and built by the working of the Holy Spirit as an instrument of divine purpose recognizing God's purposes concerning man. Thus, our mission is:

1. To be an agency of God, through Jesus Christ, for evangelizing the world.
2. To reveal God, through Jesus Christ, by the power of the Holy Spirit whose divine will is to seek and to save that which was lost.
3. To be a corporate body in which man may worship God in Spirit and in Truth.
4. To be a channel of God's purpose to build a body of saints being perfected in the image of His Son.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

9/12/87 at 9:46

1987 SEP 17 A 9:46

72608441

72608442

5. To respond to the full working of the Holy Spirit and expressing His fruits and gifts as in New Testament times edifying the body of Christ and perfecting the saints for the work of the ministry.

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or to be distributable to its members, Trustees, officers of other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall

not participate, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized as qualified and limited by subparagraphs (a) and (b) of this Article THIRD Section (1), are the following:

(i) To establish and maintain a church and to provide a place of worship and prayer in accordance with the Church of God Assembly of Cleveland, Tennessee traditions;

(ii) To establish, maintain and conduct a school for religious instruction of children and adults;

(iii) To further all religious and charitable work; and,

(iv) For such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) References to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, in any political campaign on behalf of any candidates for public office (including the publishing or distributing of statements).

(ii) The term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members (as

hereinafter defined) at a quorum is present shall be sufficient to elect a Trustee.

(3) (a) A person shall be a Member of the Religious Corporation and as such shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) Such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"), or

(ii) Such person shall be designated as such by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation were accepted for record by the Department; or

(iii) Such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than three (3) years.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) The annual dues imposed by the Religious Corporation on such Member are promptly paid by such Member; and,

(ii) All rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with such Member.

(iii) Such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is Route 1, Box 1, Williamsport, Maryland 21795, the name and address of the resident agent of the Religious Corporation is G. Clair Baker, Jr., Suite 300, 120 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than four (4). The names and address of those persons serving as initial Trustees are:

- |  |   |
|--|---|
| <p>1. Elmer David Wyand<br/>18 North Springfield Lane<br/>Williamsport, Maryland<br/>21795</p> | <p>3. Robert C. Churchey<br/>301 North Locust Street<br/>Hagerstown, Maryland<br/>21740</p> |
|--|---|

2. Richard H. Grimes  
212 South Artizan Street  
Williamsport, Maryland  
21795

4. Roy Delauter  
113 Greenberry Road  
Hagerstown, Maryland  
21740

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

NINTH: The Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

TENTH: (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subjected to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(2) The Corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 8<sup>th</sup> day of September, 1987, and we acknowledged the same to be our acts.

WITNESS:

<u>G. Clair Bahf</u>	<u>Elmer David Wyand</u> Elmer David Wyand
<u>G. Clair Bahf</u>	<u>Richard H. Grimes</u> Richard H. Grimes
<u>G. Clair Bahf</u>	<u>Robert C. Churchey</u> Robert C. Churchey
<u>G. Clair Bahf</u>	<u>Roy Delauter</u> Roy Delauter



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 16 COUNTY 71

# \_\_\_\_\_ P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>32</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>12</u>	<u>1</u> Certified Copy <u>6</u> Penalty
56	_____	For. Supplemental Cert.
54	_____	Cert. of Conveyance
73	_____	_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code 34

ATTENTION: John P. Miller

MAIL TO ADDRESS: \_\_\_\_\_

John Miller  
et al

TOTAL FEES 54

NOTE: \_\_\_\_\_

Check (52.00)  Cash (2.00)  
Documents on \_\_\_\_\_ checks

CERTIFIED COPY MADE

APPROVED BY: J. m. T.

ARTICLES OF INCORPORATION  
OF  
THE CHURCH OF GOD OF WILLIAMSPORT

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 17, 1987 AT 9:46 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 5.50  
22

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2413888

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: *MAILED DEC 31 1987*  
KAPLAN, HEYMAN, GREENBERG  
ENGELMAN & BELGRAD, P.A.  
TENTH FLOOR, SUN LIFE BUILDING  
20 S. CHARLES STREET  
BALTIMORE MD 21201

056C3010865

A 241000



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2952 0436

*John*

ARTICLES OF INCORPORATION  
OF  
MAUGANS PARK, INC.

RECORD 5.50  
A 2755CHCK 5.50  
01987 12-16 P2:36

THIS IS TO CERTIFY:

That I, the subscriber, GLENDA BURKHOLDER, whose post office address is 2337 High Street, Hagerstown, Maryland 21740, being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of a corporation, intend to form a corporation.

ARTICLE 1. The name of the Corporation (hereinafter called the "Corporation") is

MAUGANS PARK, INC.

ARTICLE 2. The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To manufacture, purchase, sell, vend and deal in food products, groceries, breads, cakes, extracts, confections, meats, canned foods, fruits, vegetables, sauces, spices, teas, coffees, and articles usually associated with and handled in the stores and/or warehouses of the corporation.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

9/18/87 at 9:30 A.M.

72618225

2952 2299

(c) To purchase, lease, or otherwise acquire, hold develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, or any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise,

develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony of dependency of the United State of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for

property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account for others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(j) To do anything permitted in the Maryland Code Annotated, Corporations and Associations Article, Section 2-103, as amended from time to time.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or

to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

ARTICLE 3. The principal office of the Corporation in the State of Maryland will be maintained at 1000 Maugans Avenue, Hagerstown, Maryland 21746; the present post office address is 1000 Maugans Avenue, Hagerstown, Maryland 21746. The resident agent of the Corporation is Glenda Burkholder, whose post office address is 2337 High Street, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE 4. The Corporation shall have four (4) directors with LORRI DECKER, EARL SPRINGER, GLENDA BURKHOLDER and PHILLIP SCHREYER acting as such until the first annual meeting or until their successors are duly chosen and qualify.

ARTICLE 5. The total amount of the authorized stock of the Corporation is One thousand (1,000) shares of common stock with a par value of Ten Dollars (\$1.00) per share. The aggregate par value of all shares having par value is One Thousand Dollars (\$1,000.00).

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of this stock, with or without par value, for such consideration

as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration.

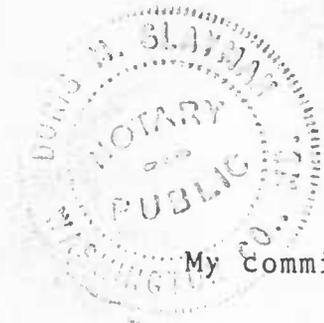
ARTICLE 6. The management of the property, business, and affairs of the Corporation shall be vested in its Board of Directors who shall dictate its general business policy and, subject to any provisions of the Laws of Maryland governing corporations or to the vote of the Stockholders, determine all matters and questions pertaining to its business and affairs.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9 day of September, 1987.

Doris M. Smith x Glenda L Burkholder (SEAL)  
Witness: GLEND A BURKHOLDER

STATE OF MARYLAND, Washington COUNTY, to wit: September  
I HEREBY CERTIFY that on this 9<sup>th</sup> day of ~~August~~, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GLENDA BURKHOLDER and acknowledged the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and Notarial Seal.



Doris M. Blayman  
Notary Public

My Commission expires: July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: Richard V. Boswell, Esq.

MAIL TO ADDRESS: Stoney, Preston + Boswell chartered  
188 East Main St.  
P.O. Box 389

NOTE: Westminster, Md  
21157-0381

TOTAL FEES 42.00  
 Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
MAUGANS PARK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 18, 1987 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 22

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2416162

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED DEC 31 1987  
STONER, PRESTON & BRUSWELL, CHTD.  
ATTN: RICHARD V. BOSWELL, ESQUIRE  
188 EAST MAIN ST., P. O. BOX 389  
WESTMINSTER MD 21157 0389

057C3010992

A 241114



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2952 2298

ARTICLES OF INCORPORATION  
OF  
DYNA, INC.

RECORD 5.00  
A 2756CHCK 5.00  
01987 12-16 P2:36

THIS IS TO CERTIFY:

APPROVED FOR RECORD  
9/21/87 9:20 A

ML

FIRST: That I, William S. Barton, the subscriber, as Incorporator, being at least Eighteen (18) years of age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: Dyna, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- A. To provide monitoring services for alarm systems.
- B. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
- C. To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise. The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

72648097 2952 2674

D. To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #5, Box 10, Leitersburg Pike, Hagerstown, Maryland. The resident agent of the Corporation is Wayne E. Alter, Jr., whose address is Route #5, Box 10, Leitersburg Pike, Hagerstown, Maryland, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of No-Par Stock.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Wayne E. Alter, Jr.  
James H. Snead  
Lee Zobel

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

B. The Board of Directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and

C. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 18<sup>th</sup> day of September, 1987.

  
 \_\_\_\_\_ (SEAL)  
 William S. Barton



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

353

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>70</u>	Organ. & Capitalization
61	<u>70</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
71	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
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23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other
	_____	Other

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

William J. Barton Esq.  
100 W. Washington St.  
Hagerstown, Md 21744  
**MAILED DEC 31 1991**

NOTE: \_\_\_\_\_

TOTAL FEE

40.10

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
DYNA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 21, 1987 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2416428

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
WILLIAM S. BARTON, ESQUIRE  
100 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

059C3011018

A 241155



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2952 2673

RECORD 5.00  
A 2757CHCK 3.00  
01987 12-16 PM 2:36

CORNERSTONE ASSEMBLY OF GOD OF WILLIAMSPORT, INC.  
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JACK W. HUNDLEY, whose Post Office address is Box 187, Williamsport, Maryland 21795, JOHN BUCHANAN, whose Post Office address is Route 1, Box 238C5-1, Williamsport, Maryland 21795, and DAVID PITTMAN, whose Post Office address is 1020 Georgia Avenue, Hagerstown, Maryland 21740, all being of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate themselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereafter called the Corporation) is:

Cornerstone Assembly of God of Williamsport, Inc.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by the Corporation are as follows: This Corporation is now established under the protection and meaning of the designation "Religious Corporations" under the General Laws of the State of Maryland for the teaching, preaching, promulgation and dissemination of religious pruposes and principles. To do any and all things considered necessary or desirable to the effectuate and the purposes of the Corporation including the acquisition of land or parcels of land, with or without improvements construction of improvements, modification of improvements and the association with other or joining with others for the aforesaid purposes.

FOURTH: The Post Office address of the principal office is Box 265, Williamsport, Maryland 21795. The resident agent is John Buchanan, whose post office address is Route 1, Box 238C5-1, Williamsport, Maryland 21795. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The affairs of the Corporation shall be in the hands of a Board of Directors, all of whom shall be members of the association, which consist of not less than three members, which number may be increased or decreased as provided in the By-Laws. The Directors shall be elected and serve for such Corporation.

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION  
APPROVED FOR RECORD  
9/15/87 at 8:50  
2952 2718

1987 SEP 15 A 8:50  
73568094

P

SIXTH: The Corporation shall be a membership association and members of Cornerstone Assembly of God, Inc., affiliated with the Potomac District Council of the Assemblies of God, Fairfax, Virginia, and the General Council of the Assemblies of God, Springfield, Missouri, and other individuals, firms, or corporations shall be eligible for membership in the association, subject, of course, to the provisions of the By-Laws. The Corporation shall have no capital stock and will not be operated for profit.

SEVENTH: The Corporation shall have seven Directors, Jack W. Hundley, John Buchanan, David Pittman, Walter Whorten, Dennis Newcomer, Robert Bowers, and Leopold Miller, and they shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28<sup>th</sup> day of August, 1987.

Jack W. Hundley  
Jack W. Hundley

David T. Pittman  
David Pittman

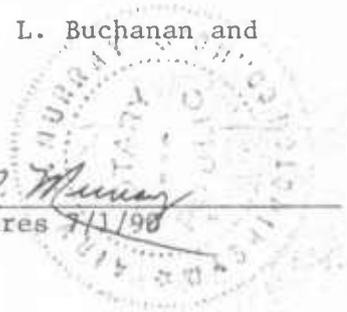
John L. Buchanan  
John Buchanan

August 28th, 1987

STATE: MARYLAND  
COUNTY: WASHINGTON

Witness and sealed the hands of Jack W. Hundley, John L. Buchanan and David T. Pittman.

Ray M. Murray  
Notary-Comm. Expires 7/1/90





STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

357

DOCUMENT CODE 02 BUSINESS CODE 12 04 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
7	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing
	_____	penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:  
John Buchanan  
Rt 1, Box 238 C5-1  
Williamsport, Md  
21795

NOTE: \_\_\_\_\_

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash  
 Documents on \_\_\_\_\_ checks

APPROVED BY: Pcm

ARTICLES OF INCORPORATION  
OF  
CORNERSTONE ASSEMBLY OF GOD OF WILLIAMSPORT,  
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 15, 1987 AT 8:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 5.00  
20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2416444

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED DEC 31 1987

RETURN TO:  
JOHN BUCHANAN  
ROUTE 1, BOX 238C5-1  
WILLIAMSPORT MD 21795

059C3011020

A 241157



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2952 2717

Received For Record December 16, 1987 at 2:36 o'clock pm liber 38 Corporation

**BEANY BOYS, INC.**  
(A Close Corporation)

RECORD 5.00  
A 2758CHCK 5.00  
01987 12-16 P2:36

*John*

ARTICLES OF INCORPORATION

FIRST: I, SCOTT L. SCHUBEL, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is BEANY BOYS, INC.)

THIRD: The purposes for which the Corporation in formed are:

- (1) To operate a karate school.
- (2) To do anything permitting by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 825 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gregory L. Smith, 818 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

72618190

2952 2869

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

9/18/87 at 10:00A.m.

SIXTH: The number of Directors of the Corporation shall be three (3) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gregory L. Smith, Ruth Dewey Smith and Kimberly Smith.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting

powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

TENTH: (1) As used in this Article TENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the

"Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative

other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16<sup>th</sup> day of September, 1987, and I acknowledge the same to be my act.

Scott L. Schubel  
Scott L. Schubel  
Incorporator

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 16<sup>th</sup> day of September, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith L. Feather  
Notary Public



My Commission Expires:  
7-1-90



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>11</u>	Certified Copy <u>SP</u>
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: Scott L. Schubel, Esq.

MAIL TO ADDRESS: Wachs, Boone + Bannon, P.A. 138 West Washington Street Hagerstown, MD 21740-4769

NOTE: \_\_\_\_\_

TOTAL FEES 50.00  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: AK

ARTICLES OF INCORPORATION  
OF  
BEANY BOYS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 18, 1987 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 20

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2416683

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED DEC 31 1987  
SCOTT L. SCHUBEL, ESQ.  
WACHS, BOONE AND BANNON, P.A.  
138 W. WASHINGTON ST.  
HAGERSTOWN MD 21740 4769

059C3011044

A 241181



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2952 2868

Received For Record December 16, 1987 at 2:37 o'clock pm liber 38 Corporation

ARTICLES OF INCORPORATION

OF

HOLY MOUNTAIN PRAYER HOUSE, INC.

RECORD 2.50  
A 2759CHCK 2.50  
01987 12-16 P2:37

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

THIS IS TO CERTIFY:

FIRST

APPROVED FOR RECORD

9/18/87 at 9:23

That we, the subscribers, So Un Weller, of Route 2, Box 289, Hollow Road, Hancock, Maryland 21750; Clifford O. Weller, Jr., of Route 2, Box 289, Hollow Road, Hancock, Maryland 21750; Young H. Kim, of 4227 Americana Drive, Annandale, Virginia 22003, and Mi Chong Kang, of 8710 Airybrink Lot 103, Columbia, Maryland 21045; all being of full legal age and sui juris, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a religious corporation.

SECOND

The name of the Corporation (hereinafter called the "Corporation) is "HOLY MOUNTAIN PRAYER HOUSE, INC."

THIRD

The post office address of said Corporation shall be Route 2, Box 289, Hancock, Maryland 21750.

FOURTH

The resident agent of said Corporation shall be Clifford O. Weller, Jr., of Route 2, Box 289, hancock, Maryland 21750, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The duration of the Corporation shall be perpetual.

SIXTH

The purposes for which the Corporation is formed and the objects to

72618181

~~2957 0006~~

be carried on and promoted by it are as follows:

The Corporation shall be operated to maintain a place for the worship of Almighty God and our heavenly Father, to provide a place for Christian fellowship for those of like profuse faith, to proclaim the gospel of Jesus Christ, both at home and abroad, and to perform Christian activities like revival meetings, fasting and prayer, marriage ceremonies, Christian burials, retreat camp and etc.

#### SEVENTH

The Corporation shall have the right to acquire by purchase, devise, bequest, gift, lease or in any other manner and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

#### EIGHTH

The Corporation is being formed solely for religious, educational and social purposes and shall have no capital stock, and no part of the assets of the Corporation shall inure to the private benefit of any individual, except in payment for authorized services for the administration and conduct of the affairs of the Corporation, or in carrying out its religious, educational and social purposes.

#### NINTH

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## TENTH

The Corporation shall have all the general powers conferred upon like corporations by the Public General Laws of the State of Maryland, and all amendments thereof, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred upon it by law.

## ELEVENTH

In the event of dissolution of the Corporation by voluntary action or by operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees of the Corporation, or the survivors of them, or such other person or persons as shall be duly and legally authorized to do so, and after the payment of all debts and legal obligations of said Corporation, the balance remaining, if any, shall be distributed to:

(1) In equal shares to The Hancock Assembly of God of Pennsylvania Avenue, Extended, Hancock, Maryland, a religious organization, and The Winchester Korean Baptist Church, 844 West Amherst Street, Winchester, Virginia 22601, a religious organization.

(2) A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing, or to the United States or the District of Columbia, to be used exclusively for public purposes; or

(3) A Corporation, trust, or community chest, fund or foundation:

a. Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;

b. Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;

c. No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

d. No substantial part of the activities of which is carrying

duties, and special meetings thereof may be called at the request of the President or of a majority of the Board of Trustees.

In order to qualify for election as Trustees or officers, a person must be at least thirty (30) years of age and have been a member in good standing of the Corporation for at least one (1) year immediately preceding election.

THIRTEENTH

That said Board of Trustees shall be the custodian of all of the property of the Corporation and shall be responsible for the maintenance of the same. They shall manage said property as in their judgment and discretion they deem advisable to promote the best interest and welfare of said Corporation, subject to the provisions hereof and the laws of the State of Maryland.

FOURTEENTH

That all funds belonging to said Corporation shall be deposited in the corporate name in such bank or banks as the majority of the Trustees may, from time to time, deem advisable and shall be subject to withdrawal by checks signed by the Treasurer of said Corporation and countersigned by the President or Vice President of said Corporation.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this 27<sup>th</sup> day of August, A.D., 1987.

ATTEST:

*John M. Lucas*  
*John M. Lucas*  
*John M. Lucas*  
*John M. Lucas*

*So Ur Weller* (SEAL)  
So Ur Weller

*Clifford O. Weller Jr.* (SEAL)  
Clifford O. Weller, Jr.

*Rev. Young H. Kim* (SEAL)  
Young H. Kim

*Mi Chong Kang* (SEAL)  
Mi Chong Kang

2953 0009

on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in sub-paragraph "b".

#### TWELFTH

The estate, property, interests and business of the Corporation shall be held and managed by a Board of four (4) Trustees, and So Un Weller, Clifford O. Weller, Jr., Young H. Kim, and Mi Chong Kang shall serve as Trustees until their successors are duly chosen as hereinafter provided. The number of Trustees and their terms of office may be changed from time to time by by-laws of the Corporation duly enacted by the members thereof. At the first annual meeting of the Corporation, Trustees shall be elected for a term of one year. All Trustees shall hold office and continue to serve until their successors are duly elected and qualified. In the event of death, resignation, withdrawal or disqualification for any reason of any duly elected Trustee, a Trustee shall be elected to fill the unexpired term by a majority vote of the remaining Trustees.

In order to be eligible to vote at the annual meeting for the election of trustees, a person must be a member in good standing of the Corporation, and be at least twenty-one (21) years of age.

The officers of the corporation shall be a President and Secretary and Treasurer. The President shall be elected annually by the Board of Trustees from the members thereof at the first meeting of said Board of Trustees after their election, which meeting shall be held within one month after said election. The Secretary and Treasurer shall be elected annually by the Board of Trustees from the members of the Corporation. Said officers shall perform the duties usually assigned to their respective offices. The Board of Trustees shall meet at regular intervals for the discharge of their

2953 0010

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 27<sup>th</sup> day of August, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared So Un Weller and Clifford O. Weller, Jr., known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

 Joann McLucas  
Notary Public

My Commission Expires: 7/1/90

STATE OF Maryland, COUNTY Washington, To-Wit:-

I HEREBY CERTIFY, That on this 27<sup>th</sup> day of August, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Young H. Kim, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

 Joann McLucas  
Notary Public

My Commission Expires: 7/1/90

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 15<sup>th</sup> day of Sept.

A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mi Chong Kang, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.



*Jean M. Lucas*  
\_\_\_\_\_  
Notary Public

My Commission Expires: 7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

373

DOCUMENT CODE

026

BUSINESS CODE

16

COUNTY

71

#

P.A



Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	10	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Robert Stone  
 635 Oak Hill Ave  
 Hagerstown, Md  
 21740

NOTE:

TOTAL FEES

30



Check

Cash

Documents on checks

APPROVED BY:

PCM

ARTICLES OF INCORPORATION  
OF  
HOLY MOUNTAIN PRAYER HOUSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 18, 1987 AT 9:23 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID: 2.50	SPECIAL FEE PAID:
\$ _____ 20 _____	\$ _____ 10 _____	\$ _____

D2416790

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAR 23 1987

RETURN TO:  
ROBERT STONE  
635 OAK HILL AVENUE  
HAGERSTOWN

MD 21740

059C3011055

A 241192



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2953 0005

DATATREE, INC.

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2760CHCK 5.00  
01987-12-16 P2:37

9-22-87

9:10a

*Handwritten mark*

FIRST, I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

DATATREE, INC.

THIRD: The purposes for which the Corporation is formed are:

- (1) To sell, invent, manufacture, distribute, market, design and otherwise handle computer software packages.
- (2) To provide computerized accounting and bookkeeping services to third persons.
- (3) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 185, Chewsville, Maryland 21721. The name and post office address of the Resident Agent of the Corporation in this State is James F. Hassinger, 1807 Brightwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000)

72658127

2953 1907

shares of common stock, with par value of TEN DOLLARS (\$10.00) per share.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, provided that:

(1) If there is no stock outstanding, the number of directors may be less than two but not less than one; and

(2) If there is no stock outstanding and so long as there are less than three not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James F. Hassinger and Donna K. Hassinger.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time, before issuance of such stock, the preference, conversion or other rights, voting powers,

restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected and shall not be entitled to demand and receive payment of the face value of its stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the Charter of the Corporation, or construed as or demmed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and

Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Idemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes case by stockholders who were not parties to the proceeding, that idemnification of such corporate representative other than a present or former director or officer

is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 21<sup>st</sup> day of September, 1987, and I  
acknowledge the same to be my act.

  
Edward L. Kruczynski  
55 N. Jonathan Street  
Hagerstown, Maryland 21740



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Edward Kuczynski  
55 71 Jonathan St  
Angersdown, MD 21740

MAILED DEC 31 1987

NOTE: \_\_\_\_\_

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
DATATREE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 22, 1987 AT 9:16 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_ 20 \_\_\_\_\_

RECORDING  
FEE PAID:

\$ \_\_\_\_\_ 5.00  
20 \_\_\_\_\_

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2418200

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
EDWARD KUCZYNSKI  
55 N. JONATHAN ST.  
HAGERSTOWN

MD 21740

060C3011196

A 241320



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2953 1906

REceived For Record December 16, 1987 at 2:37 o'clock pm liber 38  
Corporation



# C T CORPORATION SYSTEM

Associated with The Corporation Trust Company  
314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102 • (314) 231-8380

September 2, 1987

RE: WEST END MARKET, INC.  
(Maryland Domestic)

TU 50975-3  
RECORD .50  
RECORD .75  
# 2761CHOK 1.25  
01987 12-16 P2:3

COUNSEL:

State Dept. of Assessments  
& Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

Dear Sir:

Pursuant to the instructions of counsel named above, we enclose for filing on behalf of this corporation papers to effect change of agent. Check in payment of the required fees is attached.

Please forward the usual evidence of filing to this office.

Very truly yours,

C T CORPORATION SYSTEM

Susan A. Walton  
Service Representative

SPECIAL INSTRUCTIONS:

2949 1516

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS  
FOR DESIGNATION OR CHANGE OF  
RESIDENT AGENT AND/OR  
PRINCIPAL OFFICE

I, A. Sue Rea, Assistant do hereby certify that I am the duly elected, qualified and acting/secretary of WEST END MARKET, INC., a corporation formed and existing under the laws of the State of Maryland, and that at a meeting of the board of directors of said corporation, held on the 30th day of March , 1987, the following resolution was adopted, which said resolution remains in full force and effect:

"RESOLVED that the resident agent of this corporation in the State of Maryland be and it hereby is changed to THE CORPORATION TRUST INCORPORATED, the post-office address of which is 32 South Street, Baltimore, Maryland 21202. The said resident agent so designated is a corporation of the State of Maryland.

*A. Sue Rea*

Assistant Secretary



72508555

1987 SEP - 8 A 11: 01

2949 1517

NOTICE OF CHANGE OF RESIDENT AGENT AND  
AGENT'S ADDRESS

OF

WEST END MARKET, INC.

received for record September 8, 1987 , at 11:01 A.M.

and recorded on Film No. Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County 71

AA N<sup>o</sup> 26956

Special Fee Paid	\$5.00	
Recording Fee Paid	\$3.00	<sup>1.50</sup> <sub>.75</sub>
Total	<u>\$8.00</u>	

MAILED DEC 31 1987

Return to: C T CORPORATION SYSTEM  
314 North Broadway  
St. Louis, Missouri 63102

rc

Received For Record December 16, 1987 at 2:37 o'clock pm liber 38 Corporation

MEYERS & YOUNG, P. A.

ATTORNEYS AT LAW  
POST OFFICE BOX 1267  
HAGERSTOWN, MARYLAND 21741-1267

RECORD .50  
RECORD .75  
A 2782CHCK 1.25  
01987 12-16 P2:37

LYNN F. MEYERS  
WILLIAM P. YOUNG, JR.  
E. KENNETH GROVE, JR.  
RICHARD W. DOUGLAS  
RICHARD E. BASEHOAR (MD & PA BAR)  
D. FRANK HILL, III (MD & WV BAR)

81 WEST WASHINGTON STREET  
HAGERSTOWN TRUST BUILDING  
TELEPHONE (301) 739-6450

OFFICES ALSO LOCATED AT:  
136 EAST GERMAN STREET  
SHEPHERDSTOWN, WV 25443  
(304) 876-2125

September 17, 1987

Charter Specialist  
State Department of Assessments & Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

Re: Cardiology Consultants, John H. Hornbaker, Jr  
M.D., P.A.

Gentlemen:

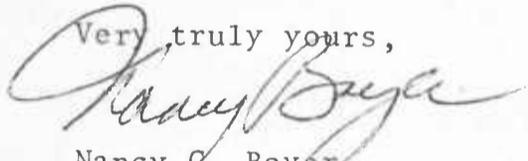
Enclosed is a fully executed RESOLUTION directing a change in the principal office of the above captioned corporation to:

354 Mill Street  
Hagerstown, Maryland 21740

and a check in the amount of Eight (\$8.00) Dollars which we understand is the fee for filing this document and effecting the change.

Thank you for your assistance. We look forward to receiving your approval notice.

Very truly yours,



Nancy C. Boyer  
Corporate Paralegal

NB  
Encl.

17 b V 22 DES 1987

72658113

2952 2525

RESOLUTION

FROM SPECIAL MEETING OF BOARD OF DIRECTORS CARDIOLOGY  
CONSULTANTS, JOHN H. HORNBAKER, JR., M.D., P.A.

The Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 354 Mill Street, Hagerstown, Maryland at 5:00 p.m. on March 11, 1987 with the following Director present:

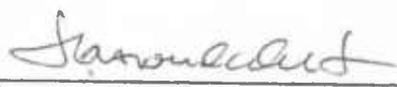
John H. Hornbaker, Jr.

The following Resolution at said meeting was passed:

RESOLVED: That a change of address of the principal office of the Corporation be filed with the State Department of Assessments and Taxation of Maryland as follows:

The Corporation office shall be at 354 Mill Street, Hagerstown, Maryland 21740 as of March 11, 1987.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a special meeting duly called and held as above stated.

  
Secretary, John H. Hornbaker, Jr.

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

CARDIOLOGY CONSULTANTS, JOHN H. HORNBAKER, JR., M.D., P.A.

received for record September 22, 1987, at 9:11 A.M.

and recorded on Film No. Frame No. one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County 71

AA N<sup>o</sup> 27027

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	<u>\$8.00</u>	

MAILED DEC 31 1987

Return to: MEYERS & YOUNG  
P. C. Box 1267  
Hagerstown, Maryland 21740-1267

rc

RECORD 5.00  
A 83930CK 5.00  
01988 2-22 P3:26

ARTICLES OF MERGER

MERGING

DSC, INC.

INTO

DYNA, INC.

9/24/87

9/11/87

PK

ARTICLES OF MERGER entered into this 22<sup>ND</sup> day of September, 1987, by and between Dyna, Inc., a Maryland corporation and DSC, Inc., a Virginia corporation.

THIS IS TO CERTIFY:

FIRST: Dyna, Inc., a corporation organized and existing under the laws of the State of Maryland, (hereinafter sometimes referred to as the "Parent Corporation"), and DSC, Inc., a corporation organized and existing under the laws of the State of Virginia, (hereinafter sometimes referred to as the "Subsidiary Corporation") agree that the Subsidiary Corporation shall be merged into the Parent Corporation. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The Parent Corporation shall survive the merger and shall continue under the name of Dyna, Inc.

THIRD: The parties to the Articles of Merger are DSC, Inc., a corporation organized on November 9, 1983, under the General Corporation Law of the State of Virginia, which is not qualified to do business in the State of Maryland, and Dyna, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the Charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which the Parent Corporation has authority to issue is Five Thousand (5,000) shares of common stock without par value (hereinafter referred to as the "Common Stock").

The total number of shares of stock of all classes which the Subsidiary Corporation has authority to issue is Twenty Thousand (20,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share (hereinafter referred to as the "Subsidiary Common Stock"), of the aggregate par value of Twenty Thousand Dollars (\$20,000.00).

72678068

29 1988  
2980 2410

SIXTH: The number of outstanding shares of the Subsidiary Corporation owned by the Parent Corporation, being more than ninety per cent (90%) of the issued shares, is as follows:

	<u>Total Shares Outstanding</u>	<u>Shares Owned by Parent Corporation</u>
Common Stock One Dollar (\$1.00) par value	2,000.00	2,000.00

SEVENTH: All issued shares of the Subsidiary Common Stock are owned by the Parent Corporation.

All issued shares of the Subsidiary Common Stock which are owned by the Parent Corporation, and all shares of the Subsidiary Common Stock held in its treasury, on the date of the merger shall be cancelled without consideration on the effective date of the merger.

EIGHTH: The principal office of the Subsidiary Corporation, organized under the laws of the State of Virginia, is located at State Farm Boulevard, Charlottesville, Virginia.

The Subsidiary Corporation owns no property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the Surviving Corporation in the State of Maryland, the State of its incorporation, is Route 5, Box 10, Leitersburg Pike, Hagerstown, Maryland, County of Washington, and the name and post office address of a resident agent of said Surviving Corporation in Maryland, service of process upon whom shall bind such Corporation in any action, suit or proceeding pending at the time of filing these Articles of Merger or thereafter instituted or filed against it are Wayne E. Alter, Jr., Route 5, Box 10, Leitersburg Pike, Hagerstown, Maryland.

TENTH: The Articles of Merger were duly approved by resolution adopted by a majority vote of the entire board of directors of the Subsidiary Corporation, and thus the merger was authorized and approved by the Subsidiary Corporation in the manner and by the vote required by the laws of the State of Virginia and by the Articles of Incorporation and By-Laws of said Corporation.

ELEVENTH: The merger to be effected by these Articles of Merger was duly advised, authorized and approved by the Parent Corporation in the manner and by the vote required by the laws of the State of Maryland and by the Charter and By-Laws of said corporation.

2984 1196  
2980 2411

TWELFTH: The merger provided for by these Articles of Merger shall become effective on September 30, 1987 at 11:59 p.m. and at such time the separate existence of DSC, Inc. except insofar as continued by statute, shall cease.

IN WITNESS WHEREOF, DSC, Inc. and Dyna, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective presidents and witnessed or attested by their respective secretaries as of the 22<sup>nd</sup> day of September, 1987.

ATTEST:

James H. Snead SEAL  
James H. Snead, Secretary

DSC, INC.

By: Wayne E. Alter, Jr. SEAL  
President

ATTEST:

James H. Snead SEAL  
James H. Snead, Secretary

DYNA, INC.

By: Wayne E. Alter, Jr. SEAL  
President

THE UNDERSIGNED, President of Dyna, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects, under the penalties of perjury.

Wayne E. Alter, Jr., SEAL  
President

THE UNDERSIGNED, President of DSC, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects, under the penalties of perjury.

Wayne E. Alter, Jr., SEAL  
President

2980 2412



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

391

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_ COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging  
(Transferor) DSC, Inc  
Cl, Va. Corp.

Surviving  
(Transferee) \_\_\_\_\_  
Dyna, Inc  
Cl Md Corp  
D2416478

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
7	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change  
(New Name) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ Change of Name  
\_\_\_\_\_ Change of Principal Office  
\_\_\_\_\_ Change of Resident Agent  
\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

MAILED FEB 25 1988

MAIL TO ADDRESS: \_\_\_\_\_  
William S. Barton Gen  
100 West Washington St  
Hagerstown, Md 21740

NOTE:  
Effective date  
9/30/87  
11:59 AM

TOTAL FEES 20  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
2 Documents on 1 checks

APPROVED BY: [Signature]

ARTICLES OF MERGER

MERGING

DSC, INC. (Unqualified Va. Corp.)

INTO

DYNA, INC. (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND SEPTEMBER 24, 1987 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED. Effective: 9/30/87, at 11:59 AM

ORGANIZATION AND CAPITALIZATION FEE PAID:

RECORDING FEE PAID:

SPECIAL FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ \_\_\_\_\_

5.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237567

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2980 2405

ARTICLES OF AMENDMENT  
OF  
DYNA, INC.

393

9/24/87

9:12 A

Dyna, Inc., a Maryland corporation, having its principal office at Route 5, Box 10, Leitersburg Pike, Hagerstown, Maryland, hereinafter called the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended, in Paragraph SECOND, to change the name of the Corporation to Dynawatch, Inc. ✓

SECOND: The amendment provided for in these Articles of Amendment shall become effective on October 1, 1987, at 12:01 a.m.

The Board of Directors of the Corporation at a Special Meeting duly convened and held on September 21, 1987 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Dyna, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on the 21 day of September, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Dyna, Inc. and under the penalties of perjury, that the matters and facts set forth herein, with respect to authorization and approval, are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

DYNA, INC.

James H. Sneed  
SEAL

Wayne E. Alter, Jr. SEAL  
Wayne E. Alter, Jr. President

A 3394CHCK  
01988 2-22 P3:26  
RECORD  
5.00  
5.00

2084 1182



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE \_\_\_\_\_ COUNTY 71

# D2416478 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>70</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Dynawatch, Inc.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_ ATTENTION: \_\_\_\_\_

MAILED FEB 25 1988

MAIL TO ADDRESS: William F. Bayton Corp  
100 W. Washington St  
Hagerstown, Md 21740

TOTAL FEES 70.00 Check \_\_\_\_\_ Cash \_\_\_\_\_  
2 Documents on \_\_\_\_\_ checks

NOTE: Name of VA Corp to be changed see correspondence file

APPROVED BY: [Signature]

Effective date 10/1/87  
10/1/87  
12:01AM

ARTICLES OF AMENDMENT

OF

DYNA, INC.

Changing its name to

DYNAWATCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND SEPTEMBER 24, 1987 AT 9:12 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

Effective: 10/1/87, at 12:01 AM

ORGANIZATION AND CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING FEE PAID:

\$ 20.00  
5.00

SPECIAL FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 237568

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 354 1191

9-2487 91480

BYERS MARKET, INC.

ARTICLES OF AMENDMENT

CHANGING NAME OF CORPORATION

js  
Rb

Byers Market, Inc., a Maryland Corporation, having its principal place of business in Williamsport, Washington County, State of Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking out Paragraph Second of the Articles of Incorporation and Inserting in lieu thereof the following:

SECOND: The name of the corporation (which is hereafter called the Corporation) is: "BURHANS MARKET, INC."

SECOND: The Directors of the Corporation, a Maryland Corporation, by an Informal Action and Consent dated

LE & POOLE, P.A.  
ATTORNEYS AT LAW  
TOWNSHIP TRUST BUILDING  
1001 WASHINGTON STREET  
PRESTOWN, MD 21740

RECORD  
A 3395CHCK  
1988 2-22 P3:26  
5.00  
5.00  
1988 2-22 P3:26  
SEP 24 9:45

the 27th day of August, 1987, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said amendment of the Charter was advisable.

THIRD: An Informal Action and Consent dated the 27th day of August, 1987, was signed by all of the shareholders of the Corporation, which Informal Action and Consent approved the amendment of the Charter of the Corporation as hereinabove set forth.

IN WITNESS WHEREOF, BYERS MARKET, INC., has caused these presents to be signed in its name and on its behalf by its President, Michael Allen Byers and attested by its Secretary, Rollin Eugene Byers on the 10th day of September, 1987.





DOCUMENT CODE 9A D BUSINESS CODE \_\_\_\_\_ COUNTY 71

# D2385565 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standing
87	_____	Foreign Corporation Registration
71	_____	Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing
	_____	penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) Burbans Markets, Inc.

- Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

MAILED FEB 25 1988

MAIL TO ADDRESS: Pool & Pool, P.A.  
81 W. Washington St.  
Hagerstown, Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES 20  
 Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT  
OF  
BYERS MARKET, INC.  
CHANGING ITS NAME TO:  
BURHANS MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 24, 1987 AT 9:45 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

*4*  
\_\_\_\_\_

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20  
*5.00*

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 241559

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2954 1567

REceived For Record February 22, 1988 at 3:27o'clock  
P M liber 38

RECORD 5:00  
A 8396CHCK 5:00  
01988 2-22 P3:27

INSURANCE SYSTEMS AGENCY, INC.  
ARTICLES OF DISSOLUTION

9/22/87 P. STA

- I. The name of the corporation is Insurance Systems Agency, Inc.
- II. The address of the principal office of the corporation is, Rt. 1, Exline Road, Washington County, Hancock, Md. 21750.
- III. The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are Christopher J. McCarty, Rt. 1, Exline Road, Hancock, Md. 21750
- IV. The name and address of each of the directors is as follows:  
  
Christopher J. McCarty, Rt.1, Exline Rd. Hancock, Md.  
Linda K. McCarty, Rt.1, Exline Rd., Hancock, Md.
- V. The name, title, and address of each of the officers is as follows:  
  
Christopher J. McCarty, President, Rt.1, Exline Road, Hancock, Md.  
Linda K. McCarty, Secretary, Rt.1, Exline Rd., Hancock, Md.  
Melissa N. McCarty, Treasurer, Rt.1, Exline Rd, Hancock, Md.
- VI. The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and stockholders of the corporation.
- VII. The Corporation has no known creditors.
- VIII. Insurance Systems Agency is now dissolved.

The undersigned President certify under the penalties of perjury that to the best of my knowledge, information and belief, the matters and fact set forth in these articles of Dissolution with respect to the approval thereof are true in all material respects.

ATTEST:

Linda K. McCarty  
Secretary of Corporation

Christopher J. McCarty  
President of Corporation

1987 SEP 28 A 8:55

72718319

2986 0049



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
 LOUIS L. GOLDSTEIN TREASURY BUILDING  
 P.O. BOX 466 PHONE 974-3814  
 ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
 COMPTROLLER

J. BASIL WISNER  
 CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**  
 ARNOLD G. HOLZ CPA  
 DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

INSURANCE SYSTEMS, AGENCY, INC.  
 have been paid.

WITNESS my hand and official seal this

23RD day of SEPTEMBER A.D. 19 87.

*Patricia A. McKeel*  
 DEPUTY COMPTROLLER  
 COMPTROLLER OF THE TREASURY

2956 0050

PS-409



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

403

DOCUMENT CODE

BUSINESS CODE

COUNTY

# 2: 974948 P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

73 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
87 Limited Part. Good Standings Financial
71 Personal Property Reports and late filing penalties
600 Other
Other

Code

ATTENTION:

MAILED FEB 25 1988

MAIL TO ADDRESS:

Christopher McCarty
Rt, Exline Rd
Hancock, Md 21750

NOTE:

Check Cash

Documents on checks

APPROVED BY:

Signature

ARTICLES OF DISSOLUTION  
OF  
INSURANCE SYSTEMS AGENCY, INC..

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND    SEPTEMBER 28, 1987    AT    8:55    O'CLOCK    A.    M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20 .00</u> <i>5.00</i>	\$ <u>30.00</u>

TO THE CLERK OF THE COURT OF                      WASHINGTON COUNTY                      drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 241599

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2958 0048

C. B. TRUAX, INC.

Articles of Revival

*CP*  
FIRST: The name of the corporation at the time the charter was forfeited was C. B. Truax, Inc. *10-5-87 11-15a*

SECOND: The name which the corporation will use after revival is C. B. Truax, Inc.

THIRD: The name and address of the resident agent is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

FIFTH: At or prior to filing these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited.
- (c) Paid all state and local taxes on real estate, and all interest and penalties due by the corporation on which would have become due if the Charter had not been forfeited, whether or not barred by limitations.

SIXTH: The address of the principal office in this state is 133 E. Main Street, Hancock, Maryland 21750.

The undersigned who were respectively the last acting President and Secretary of the corporation severally acknowledge the Articles to be their act.

*James G. Myers*  
James G. Myers  
Last Acting President

*Patricia Shiply*  
Patricia Shiply  
Last Acting Secretary

RECORD  
A 839781K  
01988 2-22 5.00  
5.00  
P3:27

2957 0287

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, James G. Myers, President of C. B. Truax, Inc.  
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

James G. Myers, President  
James G. Myers, President  
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on SEPT. 21, 1987 before me, the  
(insert date)

subscriber, a notary public of the State of Maryland, in and for

WASHINGTON Co.  
(insert name or county for which notary is appointed)

JAMES G. MYERS and made oath under the penalties of  
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal  
[Signature]  
(Signature of notary public)

My Commission expires 7-1-90

1987 OCT -5 A 11:15

73788512 2957 0256



DOCUMENT CODE 18

BUSINESS CODE 23

COUNTY 71

# 1540376

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
83	_____	Special Fee
84	_____	For. Limited Partnership Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	Corp. Good Standings Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	<u>160</u>	<u>84, 85, 86, 87</u> Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED FEB 25 1988

MAIL TO ADDRESS: \_\_\_\_\_

Creager & Nockhouse, PA  
P.O. BOX 1417  
Hagerstown, MD 21741

NOTE: \_\_\_\_\_

TOTAL FEES

210

Check

Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF REVIVAL  
OF  
C. B. TRUAX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND      OCTOBER 5, 1987      AT 11:15      O'CLOCK      A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20.00</u> <i>5.00</i>	\$ <u>30.00</u>

TO THE CLERK OF THE COURT OF      WASHINGTON COUNTY      drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 241694

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2907 0256

PAUL HENRY AIR FREIGHT, INC.

ARTICLES OF AMENDMENT

16-5-87

16:000

70

Paul Henry Air Freight, Inc., a Maryland corporation, having its principal office at Airport Industrial Park, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

**FIRST:** The charter of the corporation is hereby amended to remove the Statement of Election to be a close corporation, and from and after the date of acceptance of these Articles of Amendment by the Department, Article SEVENTH of the Charter, as previously amended, is hereby deleted in its entirety.

**SECOND:** The Charter of the Corporation, as previously amended, is hereby amended by striking in its entirety Article FIFTH and by substituting in lieu thereof the following:

The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5), provided that: (i) if there is no stock outstanding, the number

RECORD  
A 5399CHCK  
01988 2-22 5:00  
5:00  
5:00  
5:00  
2-22 PM:27

1987 OCT - 5 - 100 1851

72788036

1987 0270

of Directors may be less than five (5) but not less than one (1); and (ii) if there is stock outstanding and so long as there are less than five (5) stockholders, the number of Directors may be less than five (5) but not less than the number of stockholders.

The names of the Directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are: William Paul Henry, Norma Jean Hall, Peggy Joan Rossman, William Paul Henry, Jr., and Sherry Lynn Smetzer.

**THIRD:** By written informal action, unanimously taken by the stockholders of the corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the corporation duly approved said amendments. The corporation does not presently have a Board of Directors.

IN WITNESS WHEREOF, Paul Henry Air Freight, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30<sup>th</sup> day of September, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Paul Henry Air Freight, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to

authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

PAUL HENRY AIR FREIGHT, INC.

Sherry L. Smetzer  
Sherry L. Smetzer,  
Secretary

William Paul Henry  
William Paul Henry  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 30th day of September, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William Paul Henry who acknowledged the foregoing Articles of Amendment to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith S. Feather  
Notary Public



My Commission Expires:  
7-1-90





STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

# 00525790 P.A. 0 Religious 0 Close 0 Stock 1 Nonstock 0

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	Certified Copy <u>30</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

*delete "close"*

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED FEB 25 1988

MAIL TO ADDRESS: \_\_\_\_\_

*Scott Schubel*  
*Wachs, Bonnie*  
*138 W. Wash. St.*  
*Hagerstown, MD 21740-4769*

NOTE: *delete "close"*

TOTAL FEES 29

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks \_\_\_\_\_

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT  
OF  
PAUL HENRY AIR FREIGHT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND      OCTOBER 5, 1987      AT      10:00      O'CLOCK      A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 241697

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2957 0269

10-15-87

8:23W

S & N DEVELOPMENT, INC.

ARTICLES OF AMENDMENT

S & N Development, Inc., a Maryland corporation, having its principal office in Baltimore County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by changing the name of the Corporation from S & N DEVELOPMENT, INC. to SANFA DEVELOPMENT, INC. ✓

SECOND: By action of the Board of Directors, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the shareholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the shareholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, S & N Development, Inc. has caused these presents to be signed in its name and on its behalf by its President and corporate seal to be hereunder affixed and attested by its Secretary on this 5th day of October, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of S & N Development, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

S & N DEVELOPMENT, INC.

Chiu Lung Lin  
Chiu-Lung Lin, Secretary

BY: [Signature]  
Shih Shin Lin, President

RECORD  
A 8399243X  
01988 2-22 P3:28  
5.00  
5.00

73888032

1987 OCT 15 A 8:23

2959 007



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

415

DOCUMENT CODE 9A BUSINESS CODE \_\_\_\_\_ COUNTY 71

# 192044964 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) Sanfa Development, Inc

- Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_ ATTENTION: \_\_\_\_\_

MAILED FEB 25 1988

MAIL TO ADDRESS: William Wantz  
123 W. Wash St  
Hagerstown, Md  
21740

NOTE: \_\_\_\_\_

TOTAL FEES 20  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: gs

ARTICLES OF AMENDMENT  
OF  
S & N DEVELOPMENT, INC.  
Changing its name to  
SANFA DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 15, 1987 AT 8:23 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND



A 241807

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2219 0035

01988 88810  
# 84000078  
RECORD  
RECORD  
12/27/87

ARTICLES OF INCORPORATION

PICKLES INCORPORATED 9/28/87 9/14/87

FIRST: I, Ronald Lee Socks, Sr., whose post office address is 804 Washington Avenue, Hagerstown, Maryland 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Pickles Incorporated.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the sale of food and beverage products; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 804 Washington Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kent N. Oliver, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares of common stock, with a par value of \$100.00 per share, or without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successors are duly elected and qualify is: Ronald Lee Socks, Sr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities

739 8838 2955 1407

convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all

the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31<sup>st</sup> day of August, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Ronald Lee Socks, Sr.  
Ronald Lee Socks, Sr.

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of August, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald Lee Socks, Sr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose  
Notary Public



My Commission Expires:  
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 AS

BUSINESS CODE

03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_  
*Richard Lauricella*  
 PO Box 1269  
 Hagerstown Md 21741-1269

NOTE: \_\_\_\_\_

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: Jas

ARTICLES OF INCORPORATION  
OF  
PICKLES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 28, 1987 AT 9:14 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2422210

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
RICHARD LAURICELLA  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

06403011621

A 243091



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2985 1406

RECORDED  
A 21020CHCK  
01988 2-22 3:34

Received For Record February 22, 1988 at 3:34 o'clock pm  
Liber 38

ARTICLES OF INCORPORATION

HAGERSTOWN SLENDER YOU SALON, INC.

A Maryland Close Corporation  
Organized Pursuant to Title Four  
Of The Corporations and Associations Article  
Of The Annotated Code of Maryland

9-28-87 9/14/88

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Hagerstown Slender You Salon, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To own and operate a slenderizing salon; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 128 North Burhans Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares with a \$100.00 par value.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Norma W. Johnson.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

727:3887

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21<sup>st</sup> day of September, 1987, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard W. Lauricella  
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 21<sup>st</sup> day of September, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose  
Notary Public



My Commission Expires:  
July 1, 1990



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 11

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:  
Richard Lauricella  
PO Box 1269  
Wagons Bluff, MD  
21741-1269

NOTE: \_\_\_\_\_

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN SLENDER YOU SALON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 28, 1987 AT 9:14 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

5.00

SPECIAL  
FEE PAID:

\$

D2422226

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
RICHARD LAURICELLA  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

05403011622

A 243092



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2935 1411

APPROVED FOR RECORD

9/29/87 at 10:30 A.M.

ARTICLES OF INCORPORATION

OF

SHEASLEY INVESTMENT GROUP, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That I, Jeffrey D. Sheasley, whose mailing address is 2369 Pennsylvania Avenue, Hagerstown, Maryland 21740, being over twenty-one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: SHEASLEY INVESTMENT GROUP, INCORPORATED.

THIRD: That the purposes for which the Corporation is formed are as follows:

(a) For the purpose of engaging in the business of retail liquor store and the sale of alcoholic beverages to the public in general.

(b) For the sale and dispensing of groceries, soft drinks, and miscellaneous sundry items and goods and related articles of merchandise.

(c) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(e) To carry on and transact, for itself or for accounts of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

1987 SEP 29 A 8:10

-1-  
RECORD  
A 8483CHK  
01988 2-22 P3:34  
5.50  
5.50

72728130

1986 1961

(f) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(g) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formula, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(h) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock, of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges or ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(i) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(j) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(k) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(l) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The mailing address of the principal office of the Corporation is 2373 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is: Jeffrey D. Sheasley, 2369 Pennsylvania Avenue, Hagerstown, Maryland 21740. The said Resident Agent is an individual over the age of twenty-one (21) years actually residing in the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000.00) shares of the par value of One Hundred (\$100.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are: Jeffrey D. Sheasley, Richard D. Sheasley, and David J. Kinash.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(c) No contract or other transaction between this Corporation and any corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any director individually, or any firm of which any director may be a member, may be a party to, or may be a pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or the majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation may be taken into consideration in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which authorizes any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(d) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the Charter; and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing, or acquiring any of the shares of stock of the Corporation, or any of its bonds, or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in these Articles of Incorporation.

(f) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation to the General Powers conferred by law upon the directors of a corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25<sup>th</sup> day of September, 1987.

WITNESS:

*Jeffrey D. Sheasley*  
JEFFREY D. SHEASLEY

*Nancy E. Smith*

PENNSYLVANIA FRANKLIN  
STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 25TH day of September, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeffrey D. Sheasley and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and seal Notarial.

*Mary Ellen Mummert*  
Notary Public  
MARY ELLEN MUMMERT, Notary Public  
Washington Twp., Franklin County, Pa.  
My Commission Expires April 23, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 22 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty _____
54	_____	For. Supplemental Cert. _____
73	_____	Cert. of Conveyance _____
75	_____	Special Fee _____
80	_____	For. Limited Partnership _____
83	_____	Cert. Limited Partnership _____
84	_____	Amendment to Limited Partnership _____
85	_____	Termination of Limited Partnership _____
21	_____	Recordation Tax _____
22	_____	State Transfer Tax _____
23	_____	Local Transfer Tax _____
31	_____	Corp. Good Standing _____
NA	_____	Foreign Corporation Registration _____
87	_____	Limited Part. Good Standings _____
71	_____	Financial _____
600	_____	Personal Property Reports and _____ late filing _____
_____	_____	penalties _____
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: Jeffrey A Sheasley

MAIL TO ADDRESS: P.O. Box 178 Blue Ridge Summit, PA 17214

NOTE:

TOTAL FEES 42.00  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
SHEASLEY INVESTMENT GROUP, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND SEPTEMBER 29, 1987 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 22.00  
5.50

SPECIAL  
FEE PAID:

\$

D2423135

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
JEFFREY D. SHEASLEY  
P. O. BOX 178  
BLUE RIDGE SUMMIT PA 17214

06403011713

A 243161



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2995 1988

Received For Record February 22, 1988 at 3:35 o'clock pm liber 38 Stejons, Inc.

9

ARTICLES OF INCORPORATION

FIRST: I, John G. Phipps, whose post office address is 2323 Royal Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

Stejons, Inc.

THIRD: The purposes for which the Corporation is formed are:

1. To own and carry on the business of owning and operating airplanes.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 2323 Royal Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is John G. Phipps, 2323 Royal Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

10/01/87 at 9:30 a.m.

1987 OCT -1 A 9:30

RECORD A 3404CHCK 01988 2-22 5:00 PM:35

300 1760

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John G. Phipps, Steve H. Pearl and John W. Fisher

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 30 day of SEPTEMBER, 1987, and I  
acknowledge the same to be my act.

WITNESS:

G. Clair Balf                      John G. Phipps (SEAL)  
John G. Phipps



DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_

P.A. \_\_\_\_\_

Religious \_\_\_\_\_

Close \_\_\_\_\_

Stock

Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Day And Schneider, P.A.

Suite 300

120 West Washington St.

Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES

50

Check

\_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION  
OF  
STEJONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 1, 1987 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

5.00  
D2423564

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
DAY AND SCHNEIDER, P.A.  
120 WEST WASHINGTON ST., STE. 300  
HAGERSTOWN MD 21740

065C3010040

A 243205



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2983 2788

ARTICLES OF INCORPORATION

OF

A.M.G. ENTERPRISES, INC.

10-2-87

10.500

FIRST: I, Mark M. Tomaino, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation (the "Corporation") is "A.M.G. Enterprises, Inc."

THIRD: The purpose for which the Corporation is formed is to engage in any lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is c/o Office Suppliers, Inc., 1040 Crestwood Drive, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Asad M. Ghattas, c/o Office Suppliers, Inc., 1040 Crestwood Drive, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 1,000, all of one class called Common Stock. The par value of each share of Common Stock is \$.01 and the aggregate par value of all the shares of the Common Stock is \$10.00.

RECORD  
A SEARCH  
01988 2-22 P3:35  
5.00  
5.00

1987 OCT - 2 A 10: 32

1987 OCT 22

SIXTH: The number of Directors of the Corporation shall be one (1). The name of the person who will serve as Director until the first annual meeting of the stockholders and until his successor or successors are elected and qualify is Asad M. Ghattas.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by the Maryland General Corporation Law, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, the Maryland General Corporation Law. The Corporation may indemnify any other persons permitted but not required to be indemnified by the Maryland General Corporation Law, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified.

I acknowledge these Articles of Incorporation to be my act  
this 2nd day of October, 1987.

  
Mark M. Tomaino

mmtmgel.inc/ns



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

443

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
7	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other
	_____	Other

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code 45

ATTENTION: Mark Tomains

MAIL TO ADDRESS: \_\_\_\_\_

NOTE: \_\_\_\_\_

TOTAL FEES 40  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
A.M.G. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 2, 1987 AT 10:32 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

*H*  
\_\_\_\_\_

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
*5.00*

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2434547

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
MILES & STOCKBRIDGE  
ATTN: MARK TOMAINO  
10 LIGHT STREET  
BALTIMORE

MD 21202

067C3010145

A 243468



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2907 0471

Received For Record February 22, 1988 at 3:55 o'clock pm liber 38

LINCOLN COMPUTER PRODUCTS INC.

ARTICLES OF INCORPORATION

RECORD 6.00  
A 3406CHCK 5.00  
01988 2-22 13:55

10-2-87 8:08 a

FIRST: I, Rick L. Hemphill, whose post office address is 305 Bentley Court, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Lincoln Computer Products, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To conduct a business providing instructional training services, consultation and direct assistance utilizing custom computer programming and software as well as the retail sales of computers, computer products and software, in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 305 Bentley Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Rick L. Hemphill, 305 Bentley Court, Hagerstown, Maryland 21740. Said Resident Agent is actually residing in the State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) provided that:

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1) and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Rick L. Hemphill.

80:8 V-2-1007861

72758 2957 0800

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by the reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by the inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors for the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided,

however that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

TENTH: The Duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 1<sup>ST</sup> day of October, 1987, and I acknowledge the same to be my act.

WITNESS:

Charles S. Payne, Jr.

Ricki L. Hemphill  
Ricki L. Hemphill



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12

BUSINESS CODE 13

COUNTY 41

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization  
 61 20 Rec. Fee (Arts. of Inc.)  
 62 \_\_\_\_\_ Rec. Fee (Amendment)  
 63 \_\_\_\_\_ Rec. Fee (Merger or Consolidation)  
 64 \_\_\_\_\_ Rec. Fee (Transfer)  
 65 \_\_\_\_\_ Rec. Fee (Dissolution)  
 66 \_\_\_\_\_ Rec. Fee (Revival)  
 52 \_\_\_\_\_ Foreign Qualification  
 50 \_\_\_\_\_ Cert. of Qual. or Reg.  
 51 \_\_\_\_\_ Foreign Name Registration  
 13 \_\_\_\_\_ Certified Copy  
 56 \_\_\_\_\_ Penalty  
 54 \_\_\_\_\_ For. Supplemental Cert.  
 73 \_\_\_\_\_ Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

75 \_\_\_\_\_ Special Fee  
 80 \_\_\_\_\_ For. Limited Partnership  
 83 \_\_\_\_\_ Cert. Limited Partnership  
 84 \_\_\_\_\_ Amendment to Limited Partnership  
 85 \_\_\_\_\_ Termination of Limited Partnership  
 21 \_\_\_\_\_ Recordation Tax  
 22 \_\_\_\_\_ State Transfer Tax  
 23 \_\_\_\_\_ Local Transfer Tax  
 31 \_\_\_\_\_ Corp. Good Standing  
 NA \_\_\_\_\_ Foreign Corporation Registration  
 87 \_\_\_\_\_ Limited Part. Good Standings  
 71 \_\_\_\_\_ Financial  
 600 \_\_\_\_\_ Personal Property Reports and \_\_\_\_\_ late filing penalties  
 \_\_\_\_\_ Other  
 \_\_\_\_\_ Other

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Rick Kempf  
305 Bentley Ct.  
Hagerstown Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
LINCOLN COMPUTER PRODUCTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 2, 1987 AT 8:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

5700

02425080

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
RICK L. HEMPHILL  
305 BENTLEY COURT  
HAGERSTOWN

MD 21740

05703010199

A 243513



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2507 0803

MYERS POST FRAME BUILDINGS, INC.

ARTICLES OF INCORPORATION

1987 OCT -5 A 8:51

10-5-87  
8-57N

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Myers Post Frame Buildings, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To engage in the business of erecting buildings, constructing or altering, under contract or otherwise, houses, farm sheds, buildings, office buildings, manufacturing plants, public buildings and all other buildings of whatever name or nature; to represent manufacturers of prefabricated buildings and structures; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

RECORD  
5407CHCK  
01988 2-22 5:00  
5:00  
5:36

2908 138

72788952

✓  
 FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 161, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in Maryland is LeRoy E. Myers, Jr., Route 1, Box 161, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value of Ten (\$10.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

LeRoy E. Myers, Jr.  
 LuAnn Myers  
 Lynn F. Meyers

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this \_\_\_\_\_ day of \_\_\_\_\_, 1987.

WITNESS:

Nancy C. Bayer Lynn F. Meyers



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

453

DOCUMENT CODE 021

BUSINESS CODE 03

COUNTY 41

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE      AMOUNT      FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty _____
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
7	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Nancy Bayer  
PO Box 1267  
Hagerstown, Md  
21741-1267

NOTE: \_\_\_\_\_

TOTAL FEE

40

\_\_\_\_\_ Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
MYERS POST FRAME BUILDINGS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 5, 1987 AT 8:51 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

H

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

5.50  
02426133

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
NANCY BAYER  
P. O. BOX 1267  
HAGERSTOWN

MD 21741 1267

068C3010307

A 243416



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1988 1280

Received For Record February 22, 1988 at 3:36 o'clock  
pm liber 38

RECORD 5.00  
A 2482CHCK 5.00  
01768 2-22 P3:36

ARTICLES OF INCORPORATION  
OF  
THE MASSEY H. ROE YOUTH FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Massey H. Roe, whose post office address is 1740 Edgewood Drive, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a non-stock corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

The Massey H. Roe Youth Foundation, Inc.

THIRD: The Corporation is organized and shall be operated exclusively as a non-profit charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1954 with the following specific purposes and powers:

(a) To provide financial assistance to recipients from high schools in the City of Hagerstown, who have been accepted to a college or university.

(b) Charitable, educational, and to receive from any person firm, or corporation property which will constitute the endowment funds of the Corporation or which by gift, bequest, or otherwise is dedicated to the Corporation; to own, hold, manage, invest and reinvest all such property received by it; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best to carry out charitable and/or educational purposes and to acquire, own, hold, develop, manage, lease and invest and reinvest in, real or personal property, tangible or intangible, and to borrow moneys with respect to the acquisition and investment in any such property.

(c) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

1987 OCT - 6 A 9:21

1987 AUG 26 A 8:51



10/2/87

9:51

✓ FOURTH: The post office address of the principal office in this state is Suite 300, 120 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is G. Clair Baker, Jr., Suite 300, 120 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock or any membership certificate.

SIXTH: The management of the Corporation shall be directed by a Board of Trustees, the number of which shall initially be five (5). The following persons shall be Trustees until the first annual organizational meeting of the Board of Directors of the Massey H. Roe Youth Foundation, Inc. or until their successors are duly chosen and qualified:

- |   |   |
|---|---|
| (1) Massey H. Roe<br>1740 Edgewood Circle<br>Hagerstown, Maryland | (4) Paul Leatherman<br>400 Brookline Avenue<br>Hagerstown, Maryland |
| (2) Garnet Gehr<br>Route 10, Box 62A<br>Hagerstown, Maryland      | (5) Gerald D. House<br>35 East Irvin Avenue<br>Hagerstown, Maryland |
| (3) Karl Licht<br>323 Meadowlark Avenue<br>Hagerstown, Maryland   |   |

The number of Trustees may be increased or decreased by a vote of a majority of the Board of Directors of The Massey H. Roe Youth Foundation, Inc. but shall never be less than three (3) nor more than fifteen (15): Provided, that in the event of a vacancy on the Board of Trustees, whether created by an increase in the number of Trustees, resignation or otherwise, the Board of Directors of the Massey H. Roe Youth Foundation, Inc. shall fill such vacancy by electing a Trustee or Trustees to serve until the the next annual organizational meeting of the Board of Directors bearing such responsibility. Trustees shall be elected annually and shall serve until their successors are elected and qualified. Trustees may at any time be removed without cause by action of a majority of The Massey H. Roe Youth Foundation, Inc. Board of Directors.

SEVENTH: Anything herein contained to the contrary notwithstanding, the powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) For each taxable year, the Corporation shall distribute the income at such times and in such manner as not to subject the Corporation to tax under Section 4942(a) of the Internal Revenue Code of 1954 and the regulations thereunder, as they now exist or as they may hereafter be amended.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any member, trustee, officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation and which are reasonable and necessary to carrying out one or more of its exempt purposes and to make payments and distribute in furtherance of the purposes set forth in Article THIRD, and no member, trustee, or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

(c) The Corporation shall not:

(1) engage or otherwise take part in any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1954 and the regulations thereunder, as they now exist or as they may hereafter be amended;

(2) retain any "excess business holdings", as defined in Section 4943(c) of the Internal Revenue Code of 1954 and the regulations thereunder, as they now exist or may hereafter be amended:

(3) make any investment which would jeopardize the carrying out of any of the Corporation's exempt purposes and subject the Corporation to tax thereunder, as they now exist or may hereafter be amended as defined in Section 4944 of the Internal Revenue Code of 1954; or

(4) make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1954 and the regulations thereunder, as they now exist or may hereafter be amended.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a "Private Foundation" as defined in Section 509(a) which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and the regulations thereunder, as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and its regulations, as they now exist or as they may hereafter be amended.

(e) In the event of liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation after the payment of obligations and liabilities of the Corporation shall be transferred or conveyed to one or more domestic or foreign corporations or associations having a similar or "analogous" character or purpose; provided, however, that any transferee corporation shall qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954, and its regulations, as they now exist or as they may hereafter be amended.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Trustees, any amendments to these Articles which may now or hereafter be authorized by law corresponding provisions of any subsequent tax laws.

IN WITNESS WHEREOF, I acknowledge the above Articles of Incorporation to be my act and deed and have filed the Articles of Incorporation on August 18, 1987.

WITNESS:

MASSEY H. ROE YOUTH FOUNDATION,  
INC.

*G. Clark Belfrage*

BY: *Massey H. Roe*  
Massey H. Roe

STATE OF MARYLAND, <sup>County</sup>~~CITY~~ OF Washington TO WIT:

I HEREBY CERTIFY that on this 18<sup>th</sup> day of August, 1987, before me, a Notary Public of the State of Maryland personally appeared Massey H. Roe, Incorporator, and he made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

*Victoria L. Jew*  
Notary Public



My Commission Expires:  
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 04 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Day And Schneider, P.A.  
Suite 300  
120 W. Washington St.  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES 51

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
THE MASSEY H. ROE YOUTH FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 6, 1987 AT 9:51 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2427888

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
DAY AND SCHNEIDER, P.A.  
102 WEST WASHINGTON STREET  
SUITE 300  
HAGERSTOWN MD 21740

07003010532

A 243698



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECORDED 5.00  
A 24096000 5.00  
01988 2-22 03:36

Received For Record February 22, 1988 at 3:36  
o'clock pm liber 38

ARTICLES OF INCORPORATION

OF

FUNKSTOWN TAVERN, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, John E. Skaggs, III, whose address is Route 5, Box 1, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Funkstown Tavern, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

Operation of a tavern and restaurant.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

1987 OCT -8 A 8:12

ER AND BENJAMIN, P.A.  
ATTORNEYS AT LAW  
GERSTOWN, MARYLAND

72818900

10/8/87

845 A-15

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The address of the principal office of the Corporation in this State is 23 W. Baltimore Street, Funkstown, Maryland 21734. The name and post office address of the Resident Agent of the Corporation in this State is John E. Skaggs, III, Route 5, Box 1, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than two (2); provided that:

A. If there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John E. Skaggs, III., and Cathie Skaggs.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6<sup>th</sup> day of October, 1987.

WITNESS:

Tammi Easterday

John E. Skaggs, III  
John E. Skaggs, III

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 6<sup>th</sup> day of October, 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John E. Skaggs, III, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Tammi Easterday  
Notary Public



My Commission Expires:  
July 1, 1990



DOCUMENT CODE

02 8

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20 \_\_\_\_\_ 20 Organ. & Capitalization  
 61 \_\_\_\_\_ 20 Rec. Fee (Arts. of Inc.)  
 62 \_\_\_\_\_ Rec. Fee (Amendment)  
 63 \_\_\_\_\_ Rec. Fee (Merger or Consolidation)  
 64 \_\_\_\_\_ Rec. Fee (Transfer)  
 65 \_\_\_\_\_ Rec. Fee (Dissolution)  
 66 \_\_\_\_\_ Rec. Fee (Revival)  
 52 \_\_\_\_\_ Foreign Qualification  
 50 \_\_\_\_\_ Cert. of Qual. or Reg.  
 51 \_\_\_\_\_ Foreign Name Registration  
 13 \_\_\_\_\_ 9 1 Certified Copy 30  
 56 \_\_\_\_\_ Penalty  
 54 \_\_\_\_\_ For. Supplemental Cert.  
 73 \_\_\_\_\_ Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ Change of Name  
 \_\_\_\_\_ Change of Principal Office  
 \_\_\_\_\_ Change of Resident Agent  
 \_\_\_\_\_ Change of Resident Agent Address

83 \_\_\_\_\_ Special Fee  
 84 \_\_\_\_\_ For. Limited Partnership Cert. Limited Partnership Amendment to Limited Partnership  
 85 \_\_\_\_\_ Termination of Limited Partnership  
 21 \_\_\_\_\_ Recordation Tax  
 22 \_\_\_\_\_ State Transfer Tax  
 23 \_\_\_\_\_ Local Transfer Tax  
 31 \_\_\_\_\_ Corp. Good Standings  
 NA \_\_\_\_\_ Foreign Corporation Registration  
 87 \_\_\_\_\_ Limited Part. Good Standings  
 71 \_\_\_\_\_ Financial  
 600 \_\_\_\_\_ Personal Property Reports and \_\_\_\_\_ late filing penalties  
 \_\_\_\_\_ Other \_\_\_\_\_  
 \_\_\_\_\_ Other \_\_\_\_\_

Code \_\_\_\_\_  
 ATTENTION: George E. Snyder, Jr., Esq.

MAIL TO ADDRESS: Snyder and Benjamin, P.A.  
28 Jonathan St.  
Hagerstown, MD  
21740

TOTAL FEES 49.00  
 \_\_\_\_\_ Check \_\_\_\_\_ Cash  
 \_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
FUNKSTOWN TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 3, 1987 AT 8:15 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

02428702

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
GEORGE E. SNYDER, JR., ESQ.  
SNYDER AND BENJAMIN, P.A.  
28 JONATHAN STREET  
HAGERSTOWN MD 21740

071C3010585

A 243830



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2514

5.00  
3.00  
2-22 13:37  
RECORD SECTION  
01988

Received For Record Febraury 22, 1988 at 3:37 o'clock pm  
liber 38

ARTICLES OF VOLUNTARY DISSOLUTION  
OF  
LEITERSBURG PIKE LAND ASSOCIATION, INC.

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 81 West Washington Stree, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

Lynn F. Meyers  
81 W. Washington Street  
Hagerstown, MD 21740

FOURTH: The names and addresses of each Director of the Corporation are as follows:

- a. Lynn F. Meyers  
81 W. Washington Street  
Hagerstown, MD 21740
- b. Bruce A. Winter  
Long Meadow Rd & Route 60  
Hagerstown, MD 21740
- c. Hillard Hayzlett  
2 North Avenue  
Hagerstown, MD 21740
- d. Robert C. Fischel  
115 E. Long Meadow Rd.  
Hagerstown, MD 21740
- e. William Renner  
P.O. Box 33  
Funkstown, MD 21734

1987 OCT -1 A 9:38

FIFTH: The name, title and post office address of each officer of the Corporation are as follows:

Bruce Winter,	President
Lynn F. Meyers,	Vice President & Secretary
William Renner,	Treasurer

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized by the holders of all the issued and outstanding stock by the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

72808260

10/7/87

9:38

1987 0245

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF: Leitersburg Pike Land Association, Inc., a Maryland professional corporation has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this \_\_\_\_\_ day of \_\_\_\_\_, 1987.

Attest to Signature and Corporate Seal:

 Lynn F. Meyers  
Secretary

By: Bruce A. Winter  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 1st day of October, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Bruce A. Winter, President of Leitersburg Pike Land Association, Inc., a Maryland corporation, personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Bessie Young  
Notary Public

 NOTARY  
My Commission Expires: July 1990

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 1st day of October, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers, who made due oath in due form of law that he was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that he was likewise Secretary of the meeting of the Stockholders held in reference

thereto, and that the matters and facts set forth in the  
aforegoing Articles of Voluntary Dissolution with respect to  
the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

*Bessie Young*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

*1 July 1990*

AFFIDAVIT

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this *15<sup>th</sup>* day of *October* A.D. 1987, before me, the subscriber a Notary Public in and for the State and County aforesaid, personally appeared Lynn Meyers, Vice President of Leitersburg Pike Land Association, Inc. a Maryland corporation who declared under the penalties of perjury the Corporation, Leitersburg Pike Land Association, Inc. as of 1987 owned no personal property in the State of Maryland and that as of said date, the Corporation owed no taxes due to the State of Maryland of any nature and description for any prior years.

Witness my hand and official Notarial Seal.

*Benee Young*  
\_\_\_\_\_  
Notary Public





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

LEITERSBURG PIKE LAND ASSOCIATION, INC.  
have been paid.

WITNESS my hand and official seal this

1ST day of OCTOBER A.D. 1987.

OCT 5 1987

*Cathie A. Mehal*

DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

2955 0249

CITY OF HAGERSTOWN  
Office of the Treasurer & Tax Collector  
1 East Franklin Street  
Hagerstown, Maryland 21740  
(301) 790-3200 ext. 153

September 9, 1987

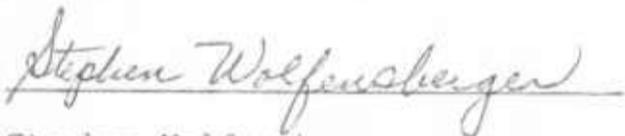
Meyers & Young, P.A.  
P. O. Box 1267  
Hagerstown, Maryland 21741-1267

RE: Tax Clearance - Leitersburg Pike Land Association, Inc.

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by:

Leitersburg Pike Land Association, Inc.

have been paid to and including fiscal year July 1, 1987 to June 30, 1988.



Stephen Wolfensberger,  
Treasurer and Tax Collector  
Hagerstown, Maryland

OFFICE OF  
**TODD L. HERSHEY**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone (301) 791-3173  
 MARCOM 249-3173  
 VOICE/TTY (301) 791-3175



RONALD L. BOWERS  
 President  
 RICHARD E. ROULETTE  
 Vice President  
 R. LEE DOWNEY  
 LINDA C. IRVIN  
 MARTIN L. SNOOK

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1872

September 9, 1987

RE: Leitersburg Pike Land Association, Inc.

This is to certify that the books and records of the County Treasurer for Washington County show that all Real Estate Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Leitersburg Pike Land Association, Inc.

have been paid to and including the fiscal year July 1, 1987 thru June 30, 1988.

Witness the hand and seal of Todd L. Hershey, County Treasurer for Washington County, this 9th day of September, 1987.

Todd L. Hershey,  
 Treasurer for Washington County,  
 Maryland

mt

2956 0251



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19

BUSINESS CODE

03

COUNTY

71

# D0592832

P.A

Religious

Close

Stock

Nonstock

Merging  
(Transferor)

Surviving  
(Transferee)

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change  
(New Name) \_\_\_\_\_

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Meyers & Young, P.A.  
P.O. Box 1267  
Hagerstown, Md. 2174-1267  
21741

TOTAL FEES

50

Check

Cash

Documents on \_\_\_\_\_

checks \_\_\_\_\_

APPROVED BY: J.M.T.

NOTE: \_\_\_\_\_

THE ARTICLES OF DISSOLUTION  
OF  
LEITERSBURG PIKE LAND ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 7, 1987 AT 9:38 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

8

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

5.00

00592832

SPECIAL  
FEE PAID:

\$ 30.00

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
MEYERS & YOUNG, P.A.  
P. O. BOX 1267  
HAGERSTOWN

MD 21741 1267

07203016738

A 243880



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

476

RECORD 5.50  
A 2412CHCK \*5.50  
01928 2-22 P3:37

Received For Record February 22, 1988  
at 3:37 o'clock pm liber 38

10/15/87 10:11

ARTICLES OF INCORPORATION  
OF

COMPUTER BASED MAINTENANCE SERVICES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, James E. May, whose Post Office address is Route 10, Box 82, Hagerstown, Washington County, Maryland 21740, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, by the execution, acknowledgment and filing of these Articles intend to form a Corporation.

SECOND: That the name of the corporation, which is hereinafter referred to as "Corporation," is:

COMPUTER BASED MAINTENANCE SERVICES, INC.

THIRD: The purposes for which said Corporation are formed and the business or objects to be carried on and promoted by it are as follows:

A. To engage in, conduct and carry on the commercial and retail business of servicing and maintaining manual, electronic and computerized operated general office business machines, personal computers, computer peripherals and other sundry related equipment. At the sole option of the Corporation, it may (a) engage in, conduct and carry on the commercial and retail business of buying, selling, bartering and trading manual, electronic computerized operated general office business machines and (b) furnish and supply all goods, supplies, equipment, parts and merchandise in connection with the sale and service of said products.

B. To purchase, lease or otherwise acquire real property, machinery, equipment, tools, motor vehicles and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned commercial/retail business.

1987 OCT 15 A 10:11

72003323

2960 1435

-2-

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, liabilities thereof, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district colony or dependency of the United States of America or of any foreign country; and while the owner or holder of any such shares of stock voting trust certificates, bonds or other obligations to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the Stockholders of this Corporation.

E. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of

2960 1436

any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Route 10, Box 82, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is James E. May, whose Post Office address is Route 10, Box 82, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein. ✓

FIFTH: The Corporation shall have four (4) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be less than four (4). The initial directors shall be James E. May, Robert L. Calandrella, Gregory L. Moser, and Harold A. Blubaugh, Jr.

2960 1437

-4-

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100) each, having an aggregate par value of One Hundred Thousand Dollars (\$100,000). Each share of Common Stock shall be entitled to one (1) vote.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

C. The Board of Directors shall have authority to exercise, without a vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the

2960 1438

Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or net profits in purchasing or acquiring any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

EIGHTH: 1. As used in this Article EIGHTH, any word or words that are defined in S2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any Corporate Representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate Representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that, to the extent a Corporate Representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in Subsection (b) or (c) of the Indemnification Section, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that Indemnification of such Corporate Representative other than a present or former Director or Officer is proper in the circumstances.

NINTH: No contract or other transaction between the Corporation and any other corporation or corporations.

and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the Directors or Officers of this Corporation is or are interested in or is or are Directors or Officers of such other corporation or corporations; and any Director or Officer, or Directors or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any Director or Officer, or Directors or Officers, of this Corporation is or are a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on October 13<sup>th</sup> 1987.

WITNESS:

Richard K. McGraw      James E. May  
 James E. May

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on October 13<sup>th</sup> 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James E. May,

known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal

Richard K. McGraw  
 Notary Public      860 1440

My Commission Expires  
 July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>22</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>12</u>	<u>1</u> Certified Copy <u>6</u> Penalty	
56	_____	For. Supplemental Cert.	
54	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>James May</u>
600	_____	Personal Property Reports and late filing penalties	<u>Route 10, Box 82</u>
	_____	Other _____	<u>Hagerstown, Md</u>
	_____	Other _____	<u>21740</u>

TOTAL FEES 54

\_\_\_\_\_ Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

NOTE:

ARTICLES OF INCORPORATION  
OF  
COMPUTER BASED MAINTENANCE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 15, 1987 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 10.00

RECORDING  
FEE PAID:

\$ 22.00  
5.50

SPECIAL  
FEE PAID:

\$

02430866

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
JAMES E. MAY  
ROUTE 10, BOX 82  
HAGERSTOWN

MD 21740

07503610902

A 244024



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2360 1434

484

RECORDED  
A 5413CHCK  
01988 2-22 P3138  
7.00  
7.00

10/13/87 11:28

1987 OCT 13 A 11:28

**ARTICLES OF INCORPORATION**  
of  
**SHARPSBURG HISTORIC TRUST, INC.**  
(a close corporation)

The subscriber, BURTON YAVENER, whose post office address is 16069 Comprint Circle, Gaithersburg, Maryland 20877, being of full age, and acting as agent for an individual intending to subscribe to the Capital Stock of the Corporation, when established under law, hereby presents these Articles for the formation of a corporation under the general Laws of the State of Maryland, authorizing the formation of corporations. The Corporation is a close corporation, as defined by Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland.

1.00 **NAME.** The name of the Corporation hereinafter referred to as the "Corporation" is SHARPSBURG HISTORIC TRUST, INC.

2.00 **PURPOSES.** The purposes for which the Corporation is formed and the business to be carried on and promoted by it, within the State of Maryland or within any other State, territory or possession of the United States, whether presently or hereafter annexed, or within any foreign countries, are:

2.01 To purchase, sell, hold, convey, lease, rent, own, trade, rehabilitate, restore, repair, and otherwise deal in real property and personal property of every make and description from an historic perspective and otherwise.

2.02 To subscribe for, purchase or otherwise acquire, underwrite, obtain an interest in, own hold, pledge, hypothecate, create security interests in, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic,

corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in, and act as agent for any underwriting, purchase, or selling syndicate or group and otherwise to take part in and assist, in any legal manner, by guaranty or otherwise, the purchase, sale, or distribution of any such securities; to promote, finance, aid, and assist, financially or otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or other entity, located in or organized under the laws of any part of the world; to purchase, lease, or otherwise acquire, take over, hold, sell, liquidate, otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world; to continue, alter, extend, and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired; and to act as financial, commercial, special, or general agent or representative of bodies politic,

corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world.

2.03 To invest its funds in real estate, mortgages, stocks and bonds, or any other type of investment, or to own real or personal property.

2.04 To purchase, lease or otherwise acquire, all or any part of property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents and patents applied for or assets by the issue, in accordance with the laws of the State of Maryland, of notes, bonds or other securities of the Corporation or otherwise.

2.05 To apply for, obtain, register, purchase, lease or otherwise acquire, and hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of, any trademarks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under Letters of Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trademarks, trade names, patents, copyrights, licenses, processes and the like, or any such property or rights, so long as necessary or consistent with the business or businesses for which the corporation is organized to render.

2.06 To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by any other corporation or association in which the Corporation has an interest, and to enforce or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.

2.07 To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland, or of any other State, territory, district, or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

2.08 To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation; and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance of assignment in trust, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or

thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

2.09 To carry on any of the businesses hereinbefore enumerated for itself, or for account of other, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights; to be a partner in a partnership; to be general partners; to be a limited partner in a limited partnership with or without other limited partners; to be both a general partner and a limited partner in the same limited partnership; to be one of two or more ventures in a joint venture; and generally to act in any capacity in furtherance of the business of the Corporation, as set forth in Sec. 2.01 herein.

2.10 To have one or more offices and places of business, and to carry on all or any of its operations and business, and business without restriction or limit as to amount or place, in any of the States, districts, and territories or dependencies of the United States, and in any and all foreign countries, subject to the laws of such State, district, territory or country.

2.11 To do all things a corporation might legally do under the Laws of the State of Maryland.

2.12 The foregoing enumeration of the purposes and business of the Corporation is made in furtherance of and not in limitation of the powers conferred upon the Corporation by law, and is not intended in any manner, by the mention of any particular purpose or business mentioned, to limit or restrict any of the powers of the Corporation.

3.00 **PRINCIPAL OFFICE AND RESIDENT AGENT.** The post office address of the principal office of the Corporation is 109 West Main Street, Sharpsburg, Maryland 21782, The Resident Agent is DOUGLASS C. REED, a resident of the State of Maryland, whose post

office address is 109 West Main Street, Sharpsburg, Maryland 21782.

**4.00 AUTHORIZED CAPITAL STOCK.** The Corporation is hereby authorized to issue Ten Thousand (10,000) shares of capital stock, having an aggregate par value of 10,000.00 divided into one class at par value of One (\$1.00) Dollar per share:

Common Stock	10,000 shares
--------------	---------------

**5.01 DESCRIPTION OF CAPITAL STOCK.**

5.01 Common Stock shall be entitled to one vote per share in all cases except as may be otherwise provided for in separate shareholders agreement.

**5.02 RESTRICTION.** There shall be no restrictions on the transferability or the issue of the corporate stock other than as may be limited by the general Corporation Laws of the State of Maryland as may be amended, from time to time, and by Restrictive Shareholder's Agreements.

**6.00 DIRECTORS.** After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors.

Until such time, the Corporation shall have one  
(1) director, whose names are:

Douglass C. Reed  
109 West Main Street  
Sharpsburg, MD 21782

**7.00 POWERS.** The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the stockholders:

7.01 The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized.

7.02 No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected by or invalidated by the

fact that any of the stockholders of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any stockholder individually, or any firm of which any stockholder may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation provided that such interest is disclosed or shall have been known to all the stockholders; and any stockholder of this Corporation who is also a stockholder, director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders of this Corporation.

7.03 A unanimous vote of the issued and outstanding common stock of the Corporation shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from business shall be declared in dividends and paid to the stockholders subject to the provisions of these Articles of Incorporation, and to direct and determine the use and disposition of any of such surplus or net profits. Such stockholders may, in their discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as they shall deem expedient.

7.04 The Corporation reserves the right to make from time to time any amendment of its Articles of Incorporation which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification, or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of all of such stock at the time outstanding, by vote at a meeting, or in writing, with or without a meeting.

7.05 A unanimous vote of the issued and outstanding common stock of the Corporation shall have power, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time, before the issuance of such stock the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

7.06 The stockholders shall manage the business and affairs of the corporation by their direct action and may exercise all powers of directors.

7.07 The stockholders of the Corporation are responsible for taking any action required by law to be taken by a board of directors.

7.08 Action by stockholders shall be taken by the voting of shares of stock as elsewhere herein provided in these Articles of Incorporation and in the By-Laws of The Corporation.

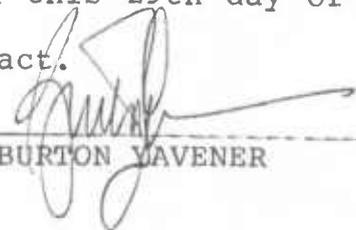
7.09 The stockholders by unanimous vote may take any action which otherwise would require both a resolution of directors and a vote of stockholders.

8.00 **DURATION.** The duration of the Corporation shall be perpetual.

9.00 No holder of any shares of stock of the Corporation of any class now or hereafter authorized shall have any preemptive rights to purchase or subscribe to any shares of stock of the Corporation.

10.00 The private property of the stockholders of the Corporation, real, personal or mixed, shall not be subject to the payment of corporate debts or obligations to any extent.

IN WITNESS WHEREOF, I, the subscriber, as incorporator, have signed these Articles of Incorporation this 29th day of January, 1987, acknowledging the same to be my act.

  
\_\_\_\_\_  
BURTON YAVENER



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>28</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>15</u>	<u>1</u> Certified Copy <u>9</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
74	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Bogen & Yavener  
16069 Comprint Circle  
Gaithersburg, Md. 20877

NOTE: \_\_\_\_\_

TOTAL FEES 63  
 Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION  
OF  
SHARPSBURG HISTORIC TRUST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 13, 1957 AT 11:28 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20.00</u>	\$ <u>28.00</u> 7.00	\$ _____
	<u>02430681</u>	

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1968  
RETURN TO:  
BOGEN & YAVNER  
16069 COMPRINT CIRCLE  
GAITHERSBURG MD 20877

07503010914

A 244036



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2960 1515

Received For Record February 22, 1988 at 3:38 o'clockpm liber 38

CHALMERS L. ENSMINGER, M.D., P.A.

1987 OCT 13 A 9:10

ARTICLES OF INCORPORATION

RECORD 5.00  
A 8414CHCK 5.00  
01988 2-22 P3:38

FIRST: I Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Chalmers L. Ensminger, M.D., P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the providing of medical services; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1704 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 par value per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

(1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of Stockholders.

The name of the Director who shall act until the first annual meeting or until successors are duly chosen and qualified is: Chalmers L. Ensminger.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation

STATE DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

2960 2498

APPROVED FOR RECORD  
O. L. 13, 87 at 9:10 a.

shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(f) the participation by the Corporation in a share exchange (as defined by the Corporations and Associations Article of

the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;

such action shall be effective and valid only if taken or approved by the Stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7<sup>th</sup> day of October, 1987, and I acknowledge same to be my act.

WITNESS:

[Signature]

[Signature]  
Richard W. Lauricella

2960 2500

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 17 day of July, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

William S. [Signature]  
Notary Public

My Commission Expires:  
July 1, 1990





DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty _____
54	_____	For. Supplemental Cert. _____
73	_____	Cert. of Conveyance _____
80	_____	Special Fee For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial _____
600	_____	Personal Property Reports and late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: Richard  
H. Lauricella, 28  
H. Washington St.  
P.O. Box 1269  
Hagerstown, Md  
21741-1269

NOTE:

TOTAL FEES 40

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks \_\_\_\_\_

APPROVED BY: amb

ARTICLES OF INCORPORATION  
OF  
CHALMERS L. ENSMINGER, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 13, 1987 AT 9:10 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

02432110

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
RICHARD W. LAURICELLA  
28 W. WASHINGTON STREET  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

077C3011058

A 244152



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO,

2960 2497

*amk*

ARTICLES OF INCORPORATION

RECORD 5.00  
A 3416CHCK 5.00  
01988 2-22 P3:46

FIRST: I, Edward N. Button, whose address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") Maryland Correctional Officers Association Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) To promote the general welfare, provide unity, education, and to develop professionalism among the members and correctional officers employed by the State of Maryland.

(b) To bring into closer relationship correctional officers, and by united effort promote the social advantages of its members. To establish and maintain an organization for correctional officers, the purpose of the corporation being purely charitable, fraternal and educational and not to be operated for profit or financial gain of any member.

(c) To promote protection for members in the performance of their duties, and to promote organized training in law and correctional practices and procedures and such other training as to establish and improve the qualifications and skills of its members in the field of corrections.

(d) To establish, provide and maintain offices, meeting hall and social center for its members.

(e) To buy, sell, deal in and improve, real estate wheresoever situate and fixtures and personal property incident thereto and connected therewith; to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the same; to sell, lease, mortgage, pledge, or otherwise dispose of lands or other property of the Corporation absolutely or upon condition.

(f) To subscribe for, acquire, sell, hold, exchange and deal in shares of stocks, bonds, obligations or securities of any public or private Corporation, government of municipality, and have the express power to hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or otherwise dispose of absolutely or upon condition shares of the capital stock, bonds or other evidences of indebtedness created by any other corporation or corporations, and while the owner thereof to exercise all of the incidents of ownership.

STATE DEPARTMENT OF COMMERCE  
RECORDS SECTION  
1987 OCT 13 A 8:51 130 1861

72868094

31 0120

APPROVED FOR RECORD

*Oct 13, '87 at 8:57a.*

(g) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or of any foreign country, as well as acquire and dispose of licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

(h) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said Corporation shall enjoy and exercise all the powers conveyed by statute upon the Corporation and the enumeration of the specific powers in this Certificate of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 63 Oak Hill Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 63 Oak Hill Avenue, Hagerstown, MD 21740. Said Resident is an individual actually residing in this State.

✓ FIFTH: The Corporation shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and otherwise relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be Three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Merle Boward, Shannon Rowe and Fred E. Grove.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any charitable organization of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporation representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of Sept, 1987, and I acknowledge same to be my act.

Barbara Button  
WITNESS

Ed N. Button  
Edward N. Button



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

04

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: Edward N. Button, 635 Oak Hill Ave., Poolesville, MD, 21740

TOTAL FEES 40

Check \_\_\_\_\_ Cash Documents on \_\_\_\_\_ checks

APPROVED BY: amk

NOTE:

ARTICLES OF INCORPORATION  
OF  
MARYLAND CORRECTIONAL OFFICERS ASSOCIATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 13, 1987 AT 8:57 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

02402870

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
EDWARD H. BUTTON  
635 OAK HILL AVENUE  
HAGERSTOWN

MD 21740

078C3011135

A 244235



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2961 0115

RECORD 5.00  
A 8417CHK 5.00  
01988 2-22 P3:40

MORGAN-BELL MORTGAGE CORPORATION  
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Morgan-Bell Mortgage Corporation.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the business of building, improvement and construction; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 651 Potomac Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Jay McDowell, 651 Potomac Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Jay McDowell

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

STATE DEPARTMENT OF ASSOCIATIONS  
AND CORPORATIONS

APPROVED FOR RECORD

72833173 2961 0806

10/16/87 8:31

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

15<sup>th</sup> IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of October, 1987, and I acknowledge the same to be my voluntary act and deed.

Carolyn D. Spidee  
Witness

Roger Schlossberg (SEAL)  
296 0607



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 B

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: Roger Schlossberg, P.A.  
134 W Washington St.  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
MORGAN-BELL MORTGAGE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND OCTOBER 16, 1987 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

S.D.

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

02433753

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
ROGER SCHLOSSBERG, P.A.  
134 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

078C3011223

A 244296



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

351 0805

RECORD 5.00  
A 2418CHCK 5.00  
01988 2-22 P3:41

Received For Record February 22, 1988 at 3:41 o'clock pm  
Liber 38

CHARLES W. HUMRICHOUSE ESTATE, INC.

ARTICLES OF DISSOLUTION

*10-16-87 8:52a*

CHARLES W. HUMRICHOUSE ESTATE, INC., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is at 100 West Washington Street, Hagerstown, Washington County, Maryland, 21740.

SECOND: The name and post office address of the Agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up is Richard F. McGrory, 1307 The Terrace, Hagerstown, Maryland, 21740. Said individual actually resides in this State.

THIRD: The name and post office address of each of the Directors of the Corporation are as follows:

- |                              |   |
|------------------------------|---|
| Richard Williams-Humrichouse | 3829 Calvert Street, NW<br>Washington, DC 20007 |
| James W. Humrichouse         | 939 Memorial Village Drive<br>Houston, TX 77024 |
| C. Peter Humrichouse         | 938 Boros<br>Houston, TX 77024                  |

72858620

2961 2891

FOURTH: The name, title and post office address of each of the officers of the Corporation are as follows:

Richard Williams-Humrichouse President and Treasurer	3829 Calvert Street, NW Washington, DC 20007
---	---

C. Peter Humrichouse Vice President and Assistant Secretary	938 Boros Houston, TX 77024
---	--------------------------------

James W. Humrichouse Secretary and Assistant Treasurer	939 Memorial Village Drive Houston, TX 77024
--	---

FIFTH: The entire Board of Directors of the Corporation at a meeting of the Board of Directors duly convened and held on December 30, 1986, adopted resolutions declaring the dissolution of the Corporation to be advisable and adopting a Plan of Complete Liquidation and Dissolution and directing that the proposed dissolution of the Corporation and Plan of Liquidation be referred to the stockholders for action thereon.

SIXTH: The dissolution of the Corporation as proposed and advised by the Board of Directors was authorized by the stockholders of the Corporation at a meeting duly convened and held on December 30, 1986, by the affirmative vote of all of the stock entitled to vote thereon.

SEVENTH: The dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders in the manner and by the vote required by the provisions of Subtitle 4. Dissolution, sec. 3-401 et seq. of Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The Corporation has no known creditors.

2961 2892

NINTH: The Corporation is hereby dissolved.

TENTH: These Articles of Dissolution are accompanied by Certificates of the Comptroller of the Treasury of the State of Maryland and of the Treasurer of Washington County, Maryland, stating in effect that all taxes levied on assessments made by the State Department of Assessments and Taxation and billed by and payable to such collecting authorities by the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities except taxes barred by Section 212 of Article 81 of the Annotated Code of Maryland or otherwise but including taxes billed for the year in which the dissolution of the Corporation is to be effected.

IN WITNESS WHEREOF, Charles W. Humrichouse Estate, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed duly attested by its Secretary on this 30th day of December, 1986.

CHARLES W. HUMRICHOUSE ESTATE, INC.

(CORP. SEAL)

ATTEST:

By Richard Williams-Humrichouse  
Richard Williams-Humrichouse  
President

James W. Humrichouse  
James W. Humrichouse  
Secretary

STATE OF MARYLAND

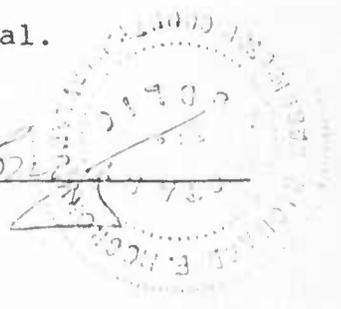
WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30th day of December, 1986, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard Williams-Humrichouse, President of Charles W. Humrichouse Estate, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation.

861 2893

WITNESS my hand and Official Notarial Seal.

*[Handwritten Signature]*  
Notary Public



My Commission expires:  
July 1st, 1990



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
 LOUIS L. GOLDSTEIN TREASURY BUILDING  
 P.O. BOX 466 PHONE 974-3814  
 ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
 COMPTROLLER

J. BASIL WISNER  
 CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**  
 ARNOLD G. HOLZ CPA  
 DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

CHARLES W. HUMRICHOUSE ESTATE, INC.

have been paid.

WITNESS my hand and official seal this

13TH day of OCTOBER A.D. 1987.

  
*Patricia A. McKeel*  
 DEPUTY COMPTROLLER  
 COMPTROLLER OF THE TREASURY

2961 2835



DOCUMENT CODE

BUSINESS CODE

COUNTY

# 190120592

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

80 Special Fee For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Richard Mc Grary
100 W. Washington St
Hagerstown, Md 21740

NOTE:

TOTAL FEES

50

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

THE ARTICLES OF DISSOLUTION  
OF  
CHARLES W. HUMRICHOUSE ESTATE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 16, 1987 AT 3:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00  
5.00

\$ 30.00

00120592

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
RICHARD MCGRORY  
100 W. WASHINGTON ST.  
HAGERSTOWN

MD 21740

079C3011390

A 244447



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2890

RECORD 5.00  
A 2419CHCK 5.00  
01988 2-22 P3:42

J

10/21/87 8:31

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

HARBAUGH'S GARAGE, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Roy K. Harbaugh, whose post office address is 451 Antietam Drive, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

HARBAUGH'S GARAGE, INC.

THIRD: The Corporation shall be a close corporation as authorized and regulated by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere, are as follows:

(a) For the repairing, servicing and towing of automobiles and trucks.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

The above enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

LAW OFFICES  
LENTZ, HOOPER,  
JACOBS & BLEVINS, P.A.  
222 ST PAUL, 5TH FLOOR  
BALTIMORE, MD.  
21202

1987 OCT 21 P 8:31

RECORDED  
P 8:11

✓ FIFTH: The post office of the principal office of the Corporation in this State is 451 Antietam Drive, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Richard B. Jacobs, whose post office address is 222 St. Paul, 5th floor, Baltimore, Maryland, 21202. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have one (1) Director, Roy K. Harbaugh, who shall act as such until such time as the First and Organizational Meeting of the Directors and the issuance of one or more shares of stock of the Corporation have been completed. After such time the Corporation shall have no Board of Directors.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of stock, without par value, all of one class.

EIGHTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland, and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and Stockholders shall include the following:

(a) Any Stockholder individually, or any firm of which any Stockholder may be a member, or any corporation or association of which any Stockholder may be an officer or director or in which any Stockholder may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a Stockholder, or firm of which a Stockholder is a member, or a corporation or association of which a Stockholder is an officer or director or in which a Stockholder is interested as the holder of any amount of its capital stock or otherwise is so interested, such fact shall be disclosed or shall have been known to the Stockholders or a majority thereof. Any Stockholder who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Stock-

holders of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or were not so interested or were not a member of a firm so interested.

(b) The Corporation reserves the right, from time to time, to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

(c) Except as otherwise provided in this Charter or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Stockholders, who shall have and may exercise all of the powers of the Corporation.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the Stockholders may deem advisable in connection with such issuance.

TENTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any employer or agent of the Corporation, unless the Stockholders shall, in their discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 5th day of October, 1987.

  
ROY/K. HARBAUGH



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	_____ Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Lent by Hooper, Jacobs, et al</u>
600	_____	_____ Personal Property Reports and _____ late filing	<u>222 St. Paul Street</u>
	_____	penalties	<u>BALTO, Md. 21202</u>
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 40

Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

NOTE: \_\_\_\_\_



BINGO MANIA, INC. 10/22/87 12:07

ARTICLES OF INCORPORATION

FIRST: I, Scott L. Schubel, 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is BINGO MANIA, INC.

THIRD: The purposes for which the Corporation is formed are:

- (1) To operate a bingo parlor.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 30 East Baltimore Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state are Scott L. Schubel, 138 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

FIFTH: The total number of the shares of capital stock which the Corporation has the authority to issue is five thousand (5,000) shares of common stock, without par value.

RECORDED  
A 5420CHK  
01988 2-22 P3:42  
5.00  
5.00

1987 OCT 22 PM 12:07

2962 2515

SIXTH: The number of Directors of the Corporation shall be five, which may increase or decrease pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1. If there is no stock outstanding, the number of Directors may be less than three but not less than one; and
2. If there is stock outstanding and so long as there are less than three stockholders, the number of Directors may be less than three but not less than the number of stockholders.

The names of Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

William Charles Uhlig

Tina Yvonne Uhlig

Anjela Joyce Stonebraker

Alvin Eugene Stonebraker

Dennis Clark Fogle

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized or

securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respect from time to time before the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the redemption of such stock.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u> Penalty
56	_____	For. Supplemental Cert.
54	_____	Cert. of Conveyance
73	_____	_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Scott Schubel  
138 W. Washington St  
Hagerstown, Md  
21740

NOTE: \_\_\_\_\_

TOTAL FEES 50

\_\_\_\_\_ Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: PCM



ARTICLES OF INCORPORATION  
OF  
BINGO MANIA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 22, 1987 AT 12:07 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

5.00  
D2435857

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
SCOTT L. SCHUBEL  
138 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

080C3011489

A 244554



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2362 2514

1987 OCT -1 A 9:21

10-20-87

*9:21*

ARTICLES OF INCORPORATION  
A CLOSE CORPORATION UNDER TITLE FOUR  
S & S TIRE SALVAGE, INC.

RECORD 5.00  
A 3421CHCK 5.00  
01988 2-22 P3:42

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Linda E. Wigfield, whose Post Office address is Route 1, Box 357, Big Spring, Maryland, 21722; and Charles F. Wagaman, Jr., whose Post Office address is 16 East Antietam Street, Hagerstown, Maryland, 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the information of corporations, associate ourselves for the purpose and with the intention of forming a Close Corporation pursuant to the provisions of the Corporations and Associations Article, Title Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

S & S TIRE SALVAGE, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

A. For exercising all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing

1987 OCT 20 A 9:21

72938019

2962 2662

and without in any way limiting the right to exercise such general powers and in addition thereto:

B. To carry on all business relating to the development and utilization of natural resources and to do all acts and things incidental to such businesses; to explore for, mine, mill, concentrate, convert, smelt, treat, refine, prepare for market, manufacture, buy, sell, exchange, and otherwise produce, process, and deal in all kinds of ores, metals, minerals, oil, natural products and the products and by-products thereof of every kind and description and by whatever means the same can be and may hereafter be produced, processed, handled, or dealt; and to have and exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the Laws under which this corporation is organized and all acts amendatory thereof and supplemental thereto.

FIFTH: The Post Office address of the principal office of this Corporation is Route 10, Box 120, Hagerstown, Maryland, 21740; which is physically located at the intersection of the Leitersburg Pike (Md. Route 60), and the Millers Church Road, in Washington County, Maryland.

The resident Agent of this Corporation is Henry E. Siarkowski, whose post office address is Route 10, Box 120, Hagerstown, Maryland, 21740. Said resident Agent is a citizen of the State of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of common stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand

2962 2663

(\$100,000.00) dollars.

SEVENTH: The shares of such stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amount and at such times as the Directors of their equivalent may determine, subject to the provisions of law. In any event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

EIGHTH: The shares of stock of the corporation shall be transferrable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

NINTH: The number of Directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after December 31, 1987, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified is: Charles F. Wagaman, Jr.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and Stockholders.

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of common stock, whether now or hereafter

2962 2664

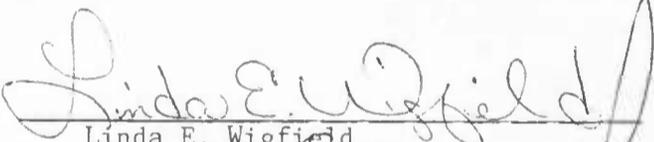
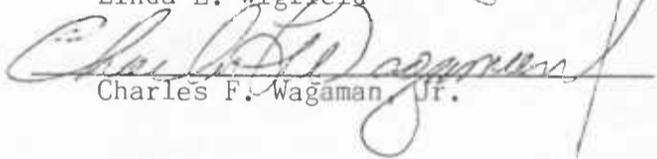
authorized for such consideration as the said board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the Corporation.

B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 30<sup>th</sup> day of September, A.D., 1987.

  
Linda E. Wigfield  
  
Charles F. Wagaman, Jr.

292 2665



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 120 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	<u>Name Change</u>
61	<u>30</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	<u>10</u>	<u>1</u> Certified Copy <u>4P</u>	_____ Change of Resident Agent Address
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
73	_____	Cert. of Conveyance	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standings	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	_____ Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Charles Waganan</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>16 E. Antikam St</u>
_____	_____	Other _____	<u>Hagerstown, Md 21740</u>
_____	_____	Other _____	_____

TOTAL FEES 50  Check \_\_\_\_\_ Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
S & S TIRE SALVAGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 20, 1987 AT 9:20 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

5.00  
D2436129

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MADE FEB 25 1988

RETURN TO:  
CHARLES F. WAGAMAN, JR.  
16 E. ANTIETAM STREET  
HAGERSTOWN MD 21740

080C3011516

A 244581



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

232 2661

*Handwritten initials*

SMITHSBURG DEVELOPMENT CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

SMITHSBURG DEVELOPMENT CORPORATION

THIRD: The purposes for which the Corporation is formed are:

(1) To purchase, lease, develop and/or otherwise acquire, hold, own, mortgage, manage, pledge, encumber, develop and dispose of all kinds of property, real, personal or otherwise, both in this State and in any part of the world.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is Rte. 1, Box 489, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this state is Robert M. Bushey, Rte. 1, Box 489, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000)

✓

RECORD 5.00  
A 8422CHOK 5.00  
01988 2-22 13:44

*10/22/87 5125*

12380080

1987 OCT 22 10 02 AM  
1224

shares of common stock, with par value of TEN DOLLARS (\$10.00) per share.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), provided that:

(1) If there is no stock outstanding, the number of directors may be less than two, but not less than one; and

(2) If there is no stock outstanding and so long as there are less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert M. Bushey; Michael R. Hill; Douglas A. Bachtell; and Edward N. Henson, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time, before issuance of such

stock, the preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected and shall not be entitled to demand and receive payment of the face value of its stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words

that are defined in Section 2-418 of the Corporations and Association Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties

to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21<sup>st</sup> day of October, 1987, and I acknowledge the same to be my act.



Edward L. Kuczynski  
55 N. Jonathan Street  
Hagerstown, Md 21740



DOCUMENT CODE

02

BUSINESS CODE

13

COUNTY

71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include codes 20-73, 77-85, NA, 87, 71, 600 with descriptions like Organ. & Capitalization, Rec. Fee (Arts. of Inc.), etc.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code

ATTENTION:

MAILED FEB 25 1988

MAIL TO ADDRESS:

Kuczynski & Kuczynski, P.A.
55 N. Jonathan Street
Hagerstown, Md. 21740

NOTE:

TOTAL FEE 40
Check Cash

Documents on checks

APPROVED BY: J.M.T

ARTICLES OF INCORPORATION  
OF  
SMITHSBURG DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 22, 1987 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID

\$ 20.00  
5.00

SPECIAL  
FEE PAID

\$ \_\_\_\_\_

D2436640

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
KUCZYNSKI & KUCZYNSKI, P.A.  
55 N. JONATHAN STREET  
HAGERSTOWN MD 21740

08103011633

A 244676



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2962 1283

Received For Record February 22, 1988 at 3:44  
o'clock pm liber 38

STATE DEPARTMENT OF LICENSING  
541

10/27/87  
RECORDED  
OCT 27 P 8:37 8:37

P

WKFW DEVELOPMENT COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

WKFW DEVELOPMENT COMPANY, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To purchase, lease, develop and otherwise acquire, hold, own, mortgage, manage, pledge, encumber, develop, and dispose of all kinds of property, real, personal, or otherwise, both in this State and in any part of the world.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1830 Fountain Head Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael Flurie, 1830 Fountain Head Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

✓

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000)

RECORDS  
SEARCHED  
INDEXED  
SERIALIZED  
FEB 22 1988  
FBI - BALTIMORE

73008027 2964 0879

shares of common stock with a par value of TEN DOLLARS (\$10.00) per share.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), provided that:

(1) If there is no stock outstanding, the number of directors may be less than two, but not less than one; and

(2) If there is no stock outstanding and so long as there are less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael Flurie, Bruce Weneck; James Wade; and R. Lawrence Kugler.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time, before issuance of such

stock, the preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected and shall not be entitled to demand and receive payment of the face value of its stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words

that are defined in Section 2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties

to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7<sup>th</sup> day of October, 1987, and I acknowledge the same to be my act.

  
Edward L. Kuczynski  
55 N. Jonathan Street  
Hagerstown, Md 21740



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:  
Edward Kuczynski  
55 N. Jonathan St.  
Hagerstown Md  
21740

NOTE: \_\_\_\_\_

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION  
OF  
MKN DEVELOPMENT COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 27, 1987 AT 8:37 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2439545

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED FEB 25 1988

RETURN TO:  
EDWARD KUCZYNSKI  
55 N. JONATHAN ST.  
HAGERSTOWN

MD 21740

034C3012019

A 245029



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 1964 0378

RECORD  
5.00  
5.00  
2-22  
01988  
2-22  
PS:45

Received For Record February 22, 1988 at 3:45 o'clock pm  
LINCOLN SOFTWARE, INC. Liber 38

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

10/26/87 8:06

FIRST: The undersigned, Rick L. Hemphill, whose post office address is 305 Bentley Court, Hagerstown, Maryland 21740, & Felix W. Daniels whose post office address is 1409 Outer Drive, Hagerstown, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Lincoln Software, Inc.

THIRD: The corporation shall be a close corporation as authorized by TITLE 4.

FOURTH: The purposes for which the Corporation is formed are:

(1) To conduct a business providing instructional training services, consultation and direct assistance utilizing, creating & licensing custom computer programming and software, in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 305 Bentley Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Rick L. Hemphill, 305 Bentley Court, Hagerstown, Maryland 21740. Said Resident Agent is actually residing in the State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is ONE HUNDRED THOUSAND (100,000) shares of common stock, with a par value of \$1.00 per share, all of one class and having an aggregate par value of \$100,000.00.

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors whose names are Rick L. Hemphill and Felix W. Daniels.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1581 OCT 26 P 8:06

2964 1055

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by the reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by the inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: Except as may otherwise be provided by the Board of Directors for the Corporation, all holders of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or

former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

ELEVENTH: The Duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation the 2ND day of October, 1987, and We acknowledge the same to be our act.

WITNESS:

Barbara J. Shaffer

Ricki L. Hemphill  
Ricki L. Hemphill

Anna H. Daniels

Felix W. Daniels  
Felix W. Daniels



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

551

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Rick Hemphill  
305 Bentley Ct  
Hagerstown, Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES 40 Check \_\_\_\_\_ Cash \_\_\_\_\_  
 Documents on \_\_\_\_\_ checks \_\_\_\_\_

APPROVED BY: A



Corporation

Received For Record March 9, 1988 at 11:22 o'clock am Liber 38

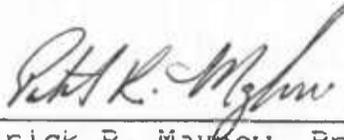
RECORD .75  
 RECORD .50  
 A 9821CHCK 1.25  
 01988 3-09A11:22

The Board of Directors of LOU-RYAN. INC.. a corporation organized in Maryland on November 9, 1987 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to Patrick R. Mayhew, 173 Summit Avenue, Hagerstown, Maryland 21740

RESOLVED: That the address of the corporation is changed to 36 West Antietam Street, Hagerstown, Maryland 21740.

I, Patrick R. Mayhew, President, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.



Patrick R. Mayhew, President

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

11/12/87 at 8:30 A.m.

2970 0012



DOCUMENT CODE \_\_\_\_\_ BUSINESS CODE \_\_\_\_\_ COUNTY 71

# D1463611 \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
70	<u>3.00</u>	Recording Fee
75	<u>5.00</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

*Corporation of the State of Maryland*  
*P.O. Box 2005*  
*Annapolis MD 21402-0005*

NOTE: \_\_\_\_\_

TOTAL FEES \$8.00

1 Check \_\_\_\_\_ Cash  
1 Documents on 1 checks

APPROVED BY: RMC

\*\*\*\*\*

CHANGE OF PRINCIPAL OFFICE  
OF  
LOU-RYAN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 12, 1987 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID: .75

SPECIAL  
FEE PAID: 50.

\$ \_\_\_\_\_

\$ 3.00

\$ 5.00

D1463611

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
BROADWAY VIDEO-MUSIC SOUTH  
~~P. O. BOX 2005~~ 36 W. Antietam St.  
HAGERSTOWN MD 21742 2005

*Re-Mailed 3/17/88*

10CC3011702

A 246924



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2970 0111

RECEIVED FOR RECORD ON MARCH 9, 1988 at 11:22 A.M. / CORPORATION LIBER 38

RECORD .75  
RECORD .50  
A 98270HCK 1.25  
01988 3-09A11:22

TO: The Department of Assessments and Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

1987 NOV 12 PM 2:15

RE: The Penecostal Full Gospel  
Church of Sabillasville,  
Maryland, Inc./Resident Agent

I, Dorothy M. Kline, Secretary of the Penecostal Full Gospel Church of Sabillasville, Maryland, Inc. do hereby certify that the following motion was duly made, seconded and carried at the meeting of the Board of Directors held the 17th day of August, 1986:

"Upon a motion duly made, seconded and carried, Mr. Charles Willard, whose address is Route 4, Box 7, Smithsburg, Maryland 21783 was hereby duly elected and appointed as resident agent of the Corporation. He is an adult resident of the State of Maryland".

Respectfully submitted,

*Dorothy M. Kline*  
Dorothy M. Kline  
Secretary

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD  
11/12/87 at 2:15 P.M.

73130115

~~CONFIDENTIAL~~

1987 1810



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

557

DOCUMENT CODE \_\_\_\_\_ BUSINESS CODE \_\_\_\_\_ COUNTY 71

# 00170563  
Need \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For Supplemental Cert.
73	_____	Cert. of Conveyance
7	<u>3.00</u>	<u>Recording Fee</u>
75	<u>5.00</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:  
Charles Willard  
Rt. 4, Box 7  
Smithsburg Md, 21783

TOTAL FEE \$ 8.00

\_\_\_\_\_ / \_\_\_\_\_ Check \_\_\_\_\_ Cash  
6 Documents on 1 checks

NOTE: \_\_\_\_\_

APPROVED BY: RAC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS  
OF  
THE PENECOSTAL FULL GOSPEL CHURCH OF  
SABILLASVILLE, MARYLAND, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 12, 1987 AT 2:15 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 3.00

\$ 5.00

D0170563

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
CHARLES WILLARD  
RT. 4, BOX 7  
SMITHSBURG

MD 21783

094C3011051

A 246258



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 1367 1814

RECORD 5.00  
REGISTRATION 5.00  
STATE 3-09A1123

11/16/87 10:02a

ARTICLES OF AMENDMENT

OB-GYN ASSOCIATES DRs. DOVE & GIST, P.A.

OB-GYN Associates Drs. Dove and Gist, P.A., hereinafter the ("Corporation") a Maryland corporation organized and existing under the Maryland Professional Service Corporation Act, (Subtitle 1, Title 5, Coporation and Association Article) having its principal offices at 363 South Cleveland Avenue, Hagerstown, Maryland 21740 hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") as follows:

FIRST: The charter of the Corporation is amended by striking in its entirety Article I and in lieu thereof substituting the following:

"ARTICLE I

The name of the Corporation (hereinafter the "Corporation") is Lynn A. Rider, M.D., P.A."

SECOND: The charter of the Corporation is further amended by striking the first paragraph of Article III and in lieu thereof substituting the following:

"The post office address of the principal office of the Corporation in the State of Maryland is: 363 South Cleveland Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation shall be Lynn A. Rider, whose post office address is 363 South Cleveland Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

THIRD: The charter of the Corporation is further amended by striking Section 2 of Article V and in lieu thereof is substituting the following:

"Section 2. The number of Directors of the Corporation shall be equal to the number of stockholders of the Corporation, but in no event shall be greater than three (3)."

FOURTH: By unanimous written informal action, the Board of Directors of the Corporation duly declared that the foregoing amendment was advisable and by unanimous written informal action the stockholders of the Corporation duly approved said amendment.

73208254

1978 229

IN WITNESS WHEREOF, OB-GYN Associates Drs. Dove and Gist, P.A., caused these presents to be executed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30th day of September, 1987, and its President affirms and swears, under penalties of perjury, that these Articles of Amendment are the act and deed of OB-GYN Associates Drs. Dove and Gist, P.A. and that the matters and acts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

*Corporate seal*

OB-GYN Associates Drs. Dove and Gist, P.A., now known as Lynn A. Rider, M.D., P.A.

*Lynn A. Rider*  
\_\_\_\_\_  
Lynn A. Rider,  
Secretary

By: *Lynn A. Rider*  
\_\_\_\_\_  
Lynn A. Rider,  
President



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

561

DOCUMENT CODE 09A BUSINESS CODE 06 COUNTY 11

# W 0471896  P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<input checked="" type="checkbox"/> Certified Copy <u>2P</u>
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
5		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Name Change (New Name) Lynn A. Rider, M.D., P.A.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: William Schildt  
138 W. Wash. St.  
Hagerstown, Md  
21740

TOTAL FEES 28  
 Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF AMENDMENT  
OF  
OB-GYN ASSOCIATES DRs. DOVE & GIST, P.A.

CHANGING ITS NAME TO:  
LYNN A. RIDER, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 16, 1987 AT 10:02 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D0471896

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
WILLIAM SCHILDT  
138 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

102C3013263

A 247174



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

2970 1308

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION  
OF  
KARINDA, INC.  
(A CLOSED CORPORATION)

11/19/87

10.42

RECORDED 5.00  
A 9224CHCK 5.00  
01988 3-09A11:23

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS KARINDA, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED CORPORATION AS AUTHORIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND AS AMENDED.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) TO ENGAGE IN MANUFACTURE AND SALES OF CRAFTS.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) THE AFORESAID ENUMERATION OF THE PURPOSES, OBJECTS AND THE BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS IN ANY MANNER TO LIMIT OR TO RESTRICT THE GENERALITY OF ANY OTHER PURPOSES, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

1987 NOV 19 AM 10:42

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 2221 VIRGINIA AVENUE, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS KAREN J. DAVIS, WHOSE POST OFFICE ADDRESS IS 2221 VIRGINIA AVENUE, HAGERSTOWN, MARYLAND 21740. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

73238337

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE ONE (1) UNTIL A DIRECTOR'S ORGANIZATIONAL MEETING IS HELD AND AT LEAST ONE SHARE OF STOCK ISSUED, AT WHICH TIME THE CORPORATION ELECTS TO HAVE NO BOARD OF DIRECTORS PURSUANT TO SECTION 4-302, CORPORATIONS AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE KAREN J. DAVIS.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 14th DAY OF JULY 1987.

*Timothy Alan Davis*  
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 14th DAY OF JULY 1987, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY AND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1st., 1990

*Margaret G. Dibert*

NOTARY PUBLIC  
MARGARET G. DIBERT





DOCUMENT CODE

026

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		Special Fee
80		For. Limited Partnership
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84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAILED MAR 10 1988

MAIL TO ADDRESS:

Timothy Davis  
1023 H Maryland Ave  
Hagerstown Md  
21740

TOTAL FEES

40

Check

Cash

Documents on checks

APPROVED BY:

PCM

NOTE:

ARTICLES OF INCORPORATION  
OF  
KARINDA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 19, 1987 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID.

\$ 20.00

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$

02451961

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
TIMOTHY DAVIS  
1023 A MARYLAND AVE.  
HAGERSTOWN MD 21740

100C3011665

A 246890



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2089 2441

RECORD 5.00  
A 7826CHCK 5.00  
01928 3-09A11:25

ARTICLES OF INCORPORATION

TRI-STATE ENTERPRISES, INC.

11-18-87 10:35

FIRST: The undersigned, Debra M. Carll, whose post office address is 1013 Centre Road, Wilmington, Delaware 19805, being at least eighteen years of age, does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is:

TRI-STATE ENTERPRISES, INC.

THIRD: The purposes for which the Corporation is formed are to engage in retail automotive service and sales, and any lawful act or activity for which corporations may be formed under the General Corporation Law of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 400 Mechanic Street, Hagerstown, Washington County, MD, 21740. The name and post office address of the resident agent is Daniel G. Chappell at the above address. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares without par value.

SIXTH: The number of directors of the Corporation shall be two which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Daniel G. Chappell and Palmer M. Schnur.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 16, 1987, and severally acknowledged the same to be my act.

*Debra M. Carll*  
\_\_\_\_\_  
Debra M. Carll

7826CHCK

NOV 16 1987 10:35



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

026

BUSINESS CODE

23

COUNTY

41

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 7 1 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Debra Carill
Corporate Agents Inc.
PO Box 1281
Wilmington, Del 19899

NOTE:

1281

TOTAL FEES

48

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

ARTICLES OF INCORPORATION  
OF  
TRI-STATE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 18, 1987 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 21.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2453629

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
DEBRA CARLL  
CORPORATE AGENTS, INC.  
P. O. BOX 1281  
WILMINGTON

DE 19899 1281

102C3013151

A 247081



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2970 1442

RECORDED 5.00  
INDEXED 5.00  
A 987654321  
01988 3-09 12:58

RECEIVED FOR RECORD ON MARCH 9, 1988  
at 2:58 P.M. CORPORATION LIBER 38

ARTICLES OF INCORPORATION  
OF  
M & H AIRCRAFT CORPORATION, INC.

11/17/88  
9:10 A.M.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Herbert D. Gossard and Marjorie A. Gossard, whose address is Route 2, Kemps Mill Road, Williamsport, Maryland 21795, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is M & H Aircraft Corporation, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

To acquire and operate an airplane.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

AND BENJAMIN, P.A.  
TORNEYS AT LAW  
RISTOWN, MARYLAND

1987 NOV 17 9:10 P.M.

73318320

3963 0946

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The address of the principal office of the Corporation in this State is Route 2, Kemps Mill Road, Williamsport, Maryland 21795. The name and address of the Resident Agent of the Corporation in this State is Herbert D. Gossard, Route 2, Kemps Mill Road, Williamsport, Maryland 21795. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be Two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Herbert D. Gossard and Marjorie A. Gossard.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 13<sup>th</sup> day of November, 1987.

WITNESS:

Lori J. Thomas

Herbert D. Gossard  
Herbert D. Gossard

Lori J. Thomas

Marjorie A. Gossard  
Marjorie A. Gossard

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 13<sup>th</sup> day of November, 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Herbert D. Gossard and Marjorie A. Gossard, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Lori J. Thomas  
Notary Public





STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

573

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>70</u>	Organ. & Capitalization
61	<u>70</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>30</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: George E. Snyder, Jr., Esq.

MAIL TO ADDRESS: Snyder + Benjamin, P.A.  
28 Jonathan St.  
Hagerstown, MD  
21740

NOTE: \_\_\_\_\_

TOTAL DUES 49.00

\_\_\_\_\_  Check \_\_\_\_\_ Cash

\_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
M & H AIRCRAFT CORPORATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 17, 1987 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID

5.00  
\$ 20.00

SPECIAL  
FEE PAID

\$

D2450013

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED MAR 10 1988**  
SYNDER & BENJAMIN, P.A.  
ATTN: GEORGE E. SNYDER, JR., ESQ.  
28 JONATHAN ST.  
HAGERSTOWN MD 21740

097C3011429

A 246591



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2355 0345

ARTICLES OF INCORPORATION

OF

J & M AUTO SALES, INC.

(A CLOSED CORPORATION)

STATE

11/19/87 10:42

RECORD 5.00  
A 98770000 5.00  
017288 3-09 P2:58

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS J & M AUTO SALES, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED CORPORATION AS AUTHORIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND AS AMENDED.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) TO BUY AND SELL USED AUTOMOBILES, TRUCKS AND OTHER MOTOR VEHICLES, BOTH AT RETAIL AND WHOLESALE.
- (B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREEVER SITUATED.
- (C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF THE STATE OF MARYLAND.
- (D) THE AFORESAID ENUMERATION OF THE PURPOSES, OBJECTS AND THE BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS IN ANY MANNER TO LIMIT OR TO RESTRICT THE GENERALITY OF ANY OTHER PURPOSES, OBJECT OR BUSINESS MENTIONED OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

1987 NOV 19 AM 10:42

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS TIMOTHY A. DAVIS, WHOSE POST OFFICE ADDRESS IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND 21740. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE

UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE ONE (1) UNTIL A DIRECTOR'S ORGANIZATIONAL MEETING IS HELD AND AT LEAST ONE SHARE OF STOCK ISSUED, AT WHICH TIME THE CORPORATION ELECTS TO HAVE NO BOARD OF DIRECTORS, PRUSUANT TO SECTION 4-302, CORPORATION AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE TIMOTHY A. DAVIS.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESES ARTICLES OF INCORPORATION THE 16th DAY OF NOVEMBER, 1987.

*Timothy Alan Davis*  
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 16th DAY OF NOVEMBER 1987, BEFORE, ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

MY COMMISSION EXPIRES:

JULY 1st, 1990

*Margaret G. Dibert*

NOTARY PUBLIC

MARGARET G. DIBERT





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

577

DOCUMENT CODE

020

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization  
 61 20 Rec. Fee (Arts. of Inc.)  
 62 \_\_\_\_\_ Rec. Fee (Amendment)  
 63 \_\_\_\_\_ Rec. Fee (Merger or Consolidation)  
 64 \_\_\_\_\_ Rec. Fee (Transfer)  
 65 \_\_\_\_\_ Rec. Fee (Dissolution)  
 66 \_\_\_\_\_ Rec. Fee (Revival)  
 52 \_\_\_\_\_ Foreign Qualification  
 50 \_\_\_\_\_ Cert. of Qual. or Reg.  
 51 \_\_\_\_\_ Foreign Name Registration  
 13 \_\_\_\_\_ Certified Copy \_\_\_\_\_  
 56 \_\_\_\_\_ Penalty  
 54 \_\_\_\_\_ For. Supplemental Cert.  
 73 \_\_\_\_\_ Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name  
 \_\_\_\_\_ Change of Principal Office  
 \_\_\_\_\_ Change of Resident Agent  
 \_\_\_\_\_ Change of Resident Agent Address

80 \_\_\_\_\_ Special Fee  
 83 \_\_\_\_\_ For. Limited Partnership  
 84 \_\_\_\_\_ Cert. Limited Partnership  
 85 \_\_\_\_\_ Amendment to Limited Partnership  
 21 \_\_\_\_\_ Termination of Limited Partnership  
 22 \_\_\_\_\_ Recordation Tax  
 23 \_\_\_\_\_ State Transfer Tax  
 31 \_\_\_\_\_ Local Transfer Tax  
 NA \_\_\_\_\_ Corp. Good Standings  
 87 \_\_\_\_\_ Foreign Corporation Registration  
 71 \_\_\_\_\_ Limited Part. Good Standings  
 600 \_\_\_\_\_ Financial  
 \_\_\_\_\_ Personal  
 \_\_\_\_\_ Property Reports and late filing  
 \_\_\_\_\_ penalties  
 \_\_\_\_\_ Other  
 \_\_\_\_\_ Other

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Timothy Davis  
1023-A Maryland Ave  
Hagerstown, Md  
21740

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

NOTE:

ARTICLES OF INCORPORATION  
OF  
J & M AUTO SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 19, 1987 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID.

\$ 20.00

RECORDING  
FEE PAID.

5.00  
\$ 20.00

SPECIAL  
FEE PAID.

\$

02451953

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED MAR 10 1988  
TIMOTHY A. DAVIS  
1023-A MARYLAND AVENUE  
HAGERSTOWN MD 21740

100C3011664

A 246889



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2969

2437

STATE DEPARTMENT OF ASSESSMENTS BAER'S GARAGE, INCORPORATED

ARTICLES OF REVIVAL

RECORD 5.00  
A 9878CHCK 5.00  
01988 3-09 P2:58

11-9-87

Baer's Garage, Incorporated, a Maryland Corporation having its principal office in Washington County Maryland (hereinafter called the Corporation) hereby certifies to The State Department of Assessments and Taxation of Maryland, that;

FIRST: The charter of the corporation was forfeited for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these articles of revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Baer's Garage, Incorporated.

THIRD: The name by which the corporation will hereafter be known is Baer's Garage, Incorporated.

FOURTH: (a) The post office address of the principal office of the corporation in the State of Maryland is 2407 Marsh Pike, Washington County, Maryland, and said principal office is located in the same County in which the principal office of the corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Lehman M. Baer, 2407 Marsh Pike, Washington County, Maryland. Said resident agent is a citizen actually residing in this State (or a corporation of this State).

FIFTH: At or prior to the filing of these articles of revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes;
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting

73138017

2067 1877

the collection of any part of such taxes, would have been payable by the corporation if its charter had not been forfeited.

FOR EXECUTION BY OFFICERS

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the corporation, have signed these articles of revival on March 30, 1987.

Last Acting President:

Lehman M Baer

Lehman M. Baer

Last Acting Secretary:

Hilda R Baer

Hilda R. Baer

State of Maryland

County of Washington, as:

I hereby Certify that on March 30, 1987 before me, the subscriber, a notary public of the State of Maryland in the for the County of Washington, personally appeared Lehman M. Baer, the last acting president and Hilda R. Baer, the last acting secretary of a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and notarial seal, the day and year last above written.

Notary Public

Carol L. Penner 3/30/87

My Commission Expires

July 1, 1990

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Lehman M. Baer, President of Baer's Garage, Incorporated

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Lehman M. Baer  
Lehman M. Baer

I hereby certify that on March 30, 1987 before me, the subscriber, a notary public of the State of Maryland, in and for

Lehman M. Baer (The Co of Washngton) personally appeared

Lehman M. Baer and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Carol L. Penner 3/30/87  
Washington Co. Maryland

My Commission expires July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 23 COUNTY 41

# 00513440 P.A.  Religious  Close   Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>24</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Lehman Baer  
2407 Marsh Pike  
Washington County, Md  
Hagerstown 21740

NOTE: \_\_\_\_\_

po, raa  
Hagerstown  
21740

TOTAL FEES 50  
 Check  Cash  
 Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

THE ARTICLES OF REVIVAL  
OF  
BAER'S GARAGE INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 9, 1987 AT 8:58 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 5.00  
20.00

SPECIAL  
FEE PAID:

\$ 30.00

D0513440

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
LEHMAN BAER  
2407 MARSH PIKE  
HAGERSTOWN

MD 21740

094C3011069

A 246272



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2967 1876

ARTICLES OF INCORPORATION

OF

THE BOONSBORO AREA JAYCEES, INC.

584

RECORD 5.00  
A 9277CHCK 5.00  
0 1988 3-09 P2:58

1987 NOV - 9 A 8:55

11/9/87

THIS IS TO CERTIFY :

FIRST: We, the undersigned, Ricky D. Stevens, whose post office address is 4 Park View , Boonsboro, Maryland and Charles C. Spitzer, Jr. whose post office address is 118 South Main Street, Boonsboro, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the non-profit Corporation (which is hereinafter called the Corporation) is:

THE BOONSBORO AREA JAYCEES, INC.

THIRD: The purposes for which the said Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To provide the young men and women of the Town of Boonsboro and vicinity a medium for training in leadership and citizenship; to promote the civic, industrial and educational development of this community; to secure and disseminate accurate information relating thereto; to oppose legislation unfavorable to the general public interest and promote legislation favorable thereto; and to cooperate with other organizations in advancing their programs of usefulness to this Town , County, State and Nation.

(b) To acquire by purchase, exchange, lease, hire, gift or otherwise and to hold, own, improve, manage, sell, mortgage, pledge, convey, transfer or otherwise deal in, utilize or dispose of real and personal property of every kind and description which may be appropriate, useful or necessary to the Corporation for the purposes for which it is organized.

(c) To perform or contract for the performance by others of any work or service deemed necessary or desirable in carrying on or furthering the purpose of the Corporation, and in the upkeep, improvement or preservation of the Corporation's property interests.



1987 AUG 24 A 9:25

1987 1663

(d) The Corporation shall have all the powers granted corporations under the laws of the State of Maryland. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1954 under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

(e) In the event of the dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue code as the same now exists or as it may be amended from time to time.

(f) To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects of business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 118 South Main Street, Boonsboro, Maryland. <sup>21713</sup> The name and post office address of the Resident Agent of the Corporation in this State is Charles C. Spitzer, Jr., of 118 South Main Street, Boonsboro, Maryland. Said resident agent is a citizen actually residing in this State. ✓

FIFTH: The Corporation, not being organized for profit and being formed for educational civic purposes, shall have no capital stock. 2957 1864

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3).

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are :  
David S. Cronise , Stephen L. Howell and Marilee E. Spitzer.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF , we have signed these Articles of Incorporation this 20<sup>th</sup> day of August , 1987.

WITNESS:

Jeanne M. Sprankle  
Jeanne M. Sprankle

Ricky D. Stevens  
Ricky D. Stevens  
Charles C. Spitzer, Jr.  
Charles C. Spitzer, Jr.

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of August 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ricky D. Stevens and Charles C. Spitzer, Jr. , and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Jeanne M. Sprankle  
Notary Public



My Commission Expires:  
July 4, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

587

Gene L. Burner, Director

DOCUMENT CODE 0210 BUSINESS CODE 04 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
80	_____	Special Fee	
83	_____	For. Limited Partnership	
84	_____	Cert. Limited Partnership	
85	_____	Amendment to Limited Partnership	Code _____
21	_____	Termination of Limited Partnership	ATTENTION: _____
22	_____	Recordation Tax	
23	_____	State Transfer Tax	
31	_____	Local Transfer Tax	
NA	_____	_____ Corp. Good Standings	
87	_____	Foreign Corporation Registration	
71	_____	_____ Limited Part. Good Standings	MAIL TO ADDRESS: _____
600	_____	Financial	<u>Charles Spitzer, Jr.</u>
	_____	_____ Personal	<u>118 S. Main St.</u>
	_____	Property Reports and _____	<u>Boonsboro, MD</u>
	_____	_____ late filing	<u>21713</u>
	_____	penalties	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 49  
 Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: Pcm

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
THE BOONSBORO AREA JAYCEES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 9, 1987 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$

D2447183

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
CHARLES C. SPITZER, JR.  
118 SOUTH MAIN STREET  
BOONSBORO MD 21713

094C3011028

A 246240



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1987 1982

9:21

ARTICLES OF INCORPORATION

PENNINGTON HOMES, INC.

RECORD 5.00  
A 9880CHCK 5.00  
01988 3-09 P2:59

A Maryland Close Corporation  
Organized Pursuant to Title Four  
Of The Corporations and Associations Article  
Of The Annotated Code of Maryland

11/29/87

FIRST: I, William E. Pennington, Jr., whose post office address is Route 1, Box 309-08, Sharpsburg, Maryland 21782, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Pennington Homes, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

- (1) To engage in construction services; and to engage in any other lawful purpose and/or business; and
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 309-08, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is William E. Pennington, Jr.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

73138031

2067 1252

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of November, 1987, and I acknowledge the same to be my act.

WITNESS:

Bonnie E. Daugherty

William E. Pennington, Jr.  
William E. Pennington, Jr.

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 4th day of November, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William E. Pennington, Jr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Bonnie E. Daugherty  
Notary Public



2967 1265



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

591

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
7	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Miller, Oliver, Lauricella et al  
28 W. Washington St.  
P.O. Box 1269  
Hagerstown, Md. 21741-1269

NOTE: \_\_\_\_\_

TOTAL FEE 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
PENNINGTON HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 9, 1987 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2446656

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
MILLER, OLIVER, LAURICELLA &  
ETAL.  
28 W. WASHINGTON ST.,  
P. O. BOX 1269  
HAGERSTOWN MD 21741 1269

094C3010975

A 246197



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2997 1261

1987 NOV -9 A 8:55

11/09/87 8:55

**THOMAS, MOORE & ASSOCIATES, INC.**

A Maryland Close Corporation,  
Organized Pursuant to Title Four of the Corporations and  
Associations Article of the Annotated Code of Maryland

RECORD 5.00  
A 98820CHK 5.00  
01988 3-09 P3:00

**ARTICLES OF INCORPORATION**

FIRST: I, Robert J. Kresslein whose post office address is 118 West Church St., P. O. Box 703, Frederick, Maryland 21701 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Thomas, Moore & Associates, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(a) to engage in the business of providing construction and site planning consultations for contractors and developers in and about Frederick County, Maryland and such other areas as the corporation may see fit, and to engage services of registered land surveyors and engineers and other professionals to perform said services.

(b) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

(c) To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitation, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

(d) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers.

48-20821 2347 0746

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this State is 19 Chestnut Avenue, Boonsboro, Maryland 21713 The name and post office address of the Resident Agent of the Corporation in this State is Robert J. Kresslein, P. O. Box 703, Frederick, MD 21701 Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 100,000 shares of common stock, with a par value of \$1.00. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) directors, whose names are Carl F. Thomas, and Nancy L. Moore

EIGHTH:

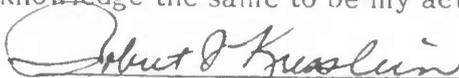
(a) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(b) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(c) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

ES67 0747

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of October, 1987, and I acknowledge the same to be my act.

  
Robert J. Kresslein, Esquire



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

595

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Seymour B. Stern, P.A.  
P.O. Box 703  
118 W. Church St.  
Frederick, Md. 21701

NOTE:

TOTAL

40

Check

Cash

Documents on checks

APPROVED BY:

J.M.T.

ARTICLES OF INCORPORATION  
OF  
THOMAS, MOORE & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 9, 1987 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$

D2446581

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
SEYMOUR B. STERN, P.A.  
118 W. CHURCH STREET  
P.O. BOX 703  
FREDERICK

MD 21701

09303010902

A 246124



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

357 0745

RECEIVED FOR RECORD ON MARCH 9, 1988 at 3:02 P.M.  
CORPORATION LIBER 38

RECORD 5.00  
A 986740X 5.00  
01988 3-09 P3:02

*John*

ARTICLES OF INCORPORATION  
OF

11/5/87

1987 DEC - 5 A 9:09

GO PUBLICATIONS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr. whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is GO PUBLICATIONS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To provide regular publication and distribution of tourism magazines, pamphlet, periodicals and related items .

To own and lease real estate.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office of the principal office of the Corporation in this State is 1301 Woodland Way, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Robert J. O'Connor, 1301 Woodland Way, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000)

2967 0572  
73098183

shares, of the par value of \$10.00 per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Robert J. O'Connor, Terry W. Hepburn and Gerald Spessard.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 30 day of October, 1987.

WITNESS:

Joanne Snyder Howard W. Gilbert, Jr. (SEAL)  
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30 day of October, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr. who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Joanne Snyder  
Notary Public

My Commission Expires:  
July 1, 1990





DOCUMENT CODE 021 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u> Penalty
56	_____	For. Supplemental Cert.
54	_____	Cert. of Conveyance
73	_____	_____
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	<u>6</u>	<u>1</u> Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:  
Mackley, Gilbert + Marks  
35 E. Washington St.  
Hagerstown, Md 21740

NOTE: \_\_\_\_\_

54 Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: A

Good Standing  
#63557

ARTICLES OF INCORPORATION  
OF  
GO PUBLICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 5, 1987 AT 9:09 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2446268

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
MACKLEY, GILBERT & MARKS  
35 E. WASHINGTON STREET  
HAGERSTOWN MD 21740

09303010870

A 246101



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2967 0571

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

601

11/4/87 9:30

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

D.J. CORPORATION II

THIS IS TO CERTIFY THAT:

1987 NOV 4  
RECORD 5.00  
A 4CHCK 5.00  
01988 3-09 P3:02

FIRST: The undersigned, Richard B. Jacobs, whose post office address is 222 St. Paul, 5th floor, Baltimore, Maryland, 21202, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

D.J. CORPORATION II

THIRD: The Corporation shall be a close corporation as authorized and regulated by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere, are as follows:

(a) The Corporation shall engage in the Travel Agency Business and to do anything related thereto.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

The above enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

LAW OFFICES  
LENTZ, HOOPER,  
JACOBS & BLEVINS, P.A.  
222 ST. PAUL, 5TH FLOOR  
BALTIMORE, MD.  
21202

73688130

FIFTH: The post office of the principal office of the Corporation in this State is 120 Knotty Pine Drive, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Richard B. Jacobs, whose post office address is 222 St. Paul, 5th floor, Baltimore, Maryland 21202. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have one (1) Director, Joan C. Schaff, who shall act as such until such time as the First and Organizational Meeting of the Directors and the issuance of one or more shares of stock of the Corporation have been completed. After such time the Corporation shall have no Board of Directors.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of stock, without par value, all of one class.

EIGHTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland, and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and Stockholders shall include the following:

(a) Any Stockholder individually, or any firm of which any Stockholder may be a member, or any corporation or association of which any Stockholder may be an officer or director or in which any Stockholder may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a Stockholder, or firm of which a Stockholder is a member, or a corporation or association of which a Stockholder is an officer or director or in which a Stockholder is interested as the holder of any amount of its capital stock or otherwise is so interested, such fact shall be disclosed or shall have been known to the Stockholders or a majority thereof. Any Stockholder who is also a director or officer of or interested in

such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Stockholders of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or were not so interested or were not a member of a firm so interested.

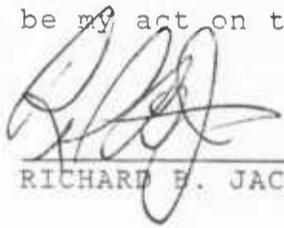
(b) The Corporation reserves the right, from time to time, to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

(c) Except as otherwise provided in this Charter or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Stockholders, who shall have and may exercise all of the powers of the Corporation.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the Stockholders may deem advisable in connection with such issuance.

TENTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any employer or agent of the Corporation, unless the Stockholders shall, in their discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 2 day of NOVEMBER, 1987.

  
RICHARD E. JACOBS



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code 93

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: pcm

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
D.J. CORPORATION II

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 4, 1987 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

5.00

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2453828

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
LENTZ, HOOPER, JACOBS & BLEVINS, P  
A.  
FIFTH FLOOR  
222 ST. PAUL  
BALTIMORE MD 21202

089C3010494

A 245695



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2965 2803

RECORD 5.00  
5.00  
9855CHCK 3-09 P3:02  
01922

ARTICLES OF INCORPORATION

OF

11-2-87 9:36a

RESH'S RESTAURANT, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert W. Resh, whose post office address is 511 Oriole Drive, Hagerstown, Maryland, 21740, James E. Resh, Jr., whose post office address is 207 Pangborn Blvd., Hagerstown, Maryland, 21740 and Vicki A. Resh-Bender, whose post office address is Rt. 9, Box 135, Hagerstown, Maryland, 21740, all being at least (21) years of age, do under and by virtue of the State of Maryland authorizing the formation of corporation by execution and filing these Articles.

SECOND: The name of the Corporation (which is hereinafter called "the corporation") is:

RESH'S RESTAURANT, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

- (a) To engage in a general merchandising business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers, and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance, accounting and tax preparation, real estate, and wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnerships or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, of in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

1987 NOV - 22 9:33 AM

73068370 1985 1982

(g) To purchase, or otherwise acquire, hold and reissue share of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any share of stock of, or any bonds, or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any share of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon and shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such corporation or association.

(i) To loan or advance money with or without security without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature and in any manner permitted by law for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by any mortgage upon, or pledge, or conveyance, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others, for its own account and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches, in any or all states, territories, districts, colonies, and dependencies of the United States of America and in any foreign countries, and to maintain offices and agencies in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects, and limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

✓ FOURTH: The post office address of the principal office of the Corporation in this state is 1201 Dual Highway, Hagerstown, Maryland, 21740. The resident agent of the corporation is Robert W. Resh, whose post office address is 511 Oriole Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is ten thousand (10,000) shares of the par value of ten dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is one hundred thousand dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors, Robert W. Resh, James E. Resh, Jr., and Vicki A. Resh-Bender, who all shall act as such until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders.

(a) The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this

Corporation, which shall authorize any such transactions, with like force and affect as if he were not such a director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and supply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner, and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by a vote at a meeting, or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restriction and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or these articles, to purchase, lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28 day of October, 1987.

[Signature] (Seal)  
Robert W. Resh

[Signature] (Seal)  
James E. Resh, Jr.

[Signature] (Seal)  
Vicki A. Resh-Bender

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 28 day of October, 1987 before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert W. Resh, James E. Resh, Jr., and Vicki A. Resh-Bender known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

[Signature]



Commission Expires

July 1, 1990



DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	<u>Name Change</u>
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	<u>(New Name)</u>
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	<u>Change of Name</u>
50	_____	Cert. of Qual. or Reg.	<u>Change of Principal Office</u>
51	_____	Foreign Name Registration	<u>Change of Resident Agent</u>
13	_____	Certified Copy _____	<u>Change of Resident Agent Address</u>
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
73	_____	Cert. of Conveyance	_____
80	_____	Special Fee	_____
83	_____	For. Limited Partnership	_____
84	_____	Cert. Limited Partnership	_____
85	_____	Amendment to Limited Partnership	Code _____
21	_____	Termination of Limited Partnership	ATTENTION: _____
22	_____	Recordation Tax	_____
23	_____	State Transfer Tax	_____
31	_____	Local Transfer Tax	_____
NA	_____	Corp. Good Standings	_____
87	_____	Foreign Corporation Registration	MAIL TO ADDRESS: _____
71	_____	Limited Part. Good Standings	<u>Accounting Associates Inc</u>
600	_____	Financial	<u>415 N. Potomac St</u>
	_____	Personal Property Reports and late filing penalties	<u>Hagerstown, Md</u>
	_____	Other _____	<u>21740</u>
	_____	Other _____	_____

PAL ES 40  Check \_\_\_\_\_ Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
RESH'S RESTAURANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 2, 1987 AT 9:36 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2442353

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
ACCOUNTING ASSOCIATES, INC.  
418 N. POTOMAC STREET  
HAGERSTOWN MD 21740

038C3010361

A 245573



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO

2955 1951

RECORD 5.00  
A 98864000 5.00  
01988 5-09 13:03

ARTICLES OF INCORPORATION

MOGENSEN PROPERTIES, INC. 11-2-87

8:52

A Maryland Close Corporation  
Organized Pursuant to Title Four  
Of The Corporations and Associations Article  
Of The Annotated Code of Maryland

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is MOGENSEN PROPERTIES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the ownership, leasing and sale of real estate; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 1705 Mt. Aetna Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Max O. Mogensen, 1705 Mt. Aetna Road, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of stock, with a par value of \$100.00 per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Max O. Mogensen.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations

1987 NOV-2 A 8:52

73008162 2925 1304

Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of October, 1987, and I acknowledge the same to be my act.

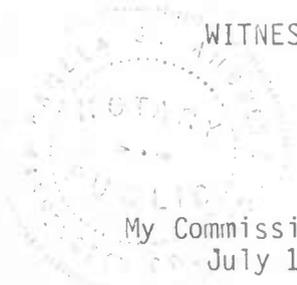
WITNESS:

Amela S. Ambrose      Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, That on this 30th day of October, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Amela S. Ambrose  
Notary Public

My Commission Expires:  
July 1, 1990

2985 1305



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 021 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock  Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Richard Lauricella  
PO Box 1269  
Hagerstown, Md  
21741-1269

NOTE: \_\_\_\_\_

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
MOGENSEN PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **NOVEMBER 2, 1987** AT **8:52** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID:

5.00

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2442119

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
RICHARD LAURICELLA  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

087C3010199

A 245394



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2965 1303

11/2/87

ELL

ARTICLES OF INCORPORATION

OF

HAGERSTOWN AIR SERVICE, INC.

RECORD 5.50  
A 7887080K 5.50  
01988 3-09 P3:03

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Joseph R. Wilson, whose Post Office address is Red Fox Farm, Route #9, Box 399A, Hagerstown, Washington County, Maryland 21740, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, by the execution, acknowledgment and filing of these Articles intend to form a Corporation.

SECOND: That the name of the corporation, which is hereinafter referred to as "Corporation," is:

HAGERSTOWN AIR SERVICE, INC.

THIRD: The purposes for which said Corporation are formed and the business or objects to be carried on and promoted by it are as follows:

A. To engage in, conduct and carry on the business of purchasing, selling, leasing, chartering, maintaining and repairing aircraft, either glider, mechanically powered or a combination of both glide and power, to corporations, partnerships, joint ventures, sole proprietorship, commercial interests individuals and to members of the general public for their rental use and hire. The corporation may participate in charter, contract, operate an air tax, service and hire activities. It may organize/form a flying club. At the sole option of the Corporation, it may supply all services, goods, equipment, parts and merchandise in connection with the same.

B. To purchase, lease or otherwise acquire real property, machinery, equipment, tools, motor vehicles and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned aircrafts.

1987 OCT 28 A 8:47

73018033 2965 098

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, liabilities thereof, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district or dependency of the United States of America or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, by or among the Stockholder(s) of this Corporation. All issued and outstanding Stock of this corporation maybe owned by a presently functioning Maryland corporation.

E. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by

mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Route 9, Box 399A, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Joseph R. Wilson, whose Post Office address is Route 9, Box 399A,, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall never be less than three (3). The initial directors shall be Joseph R. Wilson, William G. Gorby and James A. Skrabak, all directors are at least twenty-one (21) years of age.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock with a par value of One Hundred Dollars (\$100) each, having an aggregate par value of One Hundred

Thousand Dollars (\$100,000). Each share of Common Stock shall be entitled to one (1) vote.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock, with or without par value of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Corporation reserves the right to make, from time to time, any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds (2/3) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

C. The Board of Directors shall have authority to exercise, without a vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or net profits in purchasing or acquiring any of its bonds or other evidences of indebtedness, to such extent and in

1965 0692

such manner and upon such lawful terms as the Board of Directors shall deem expedient.

EIGHTH: 1. As used in this Article EIGHTH, any word or words that are defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any Corporate Representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate Representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that, to the extent a Corporate Representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in Subsection (b) or (c) of the Indemnification Section, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that Indemnification of such Corporate Representative other than a present or former Director or Officer is proper in the circumstances.

NINTH: No contract or other transaction between the Corporation and any other corporation or corporations, and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the Directors or Officers of this Corporation is or are interested in or is or are Directors or Officers of such other corporation or corporations; and any Director or Officer, or Directors or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any Director or Officer, or Directors or Officers, of this Corporation is or are a party or parties to or

interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on October 26, 1987.

WITNESS:

Margaret Wilson \_\_\_\_\_ Joseph R. Wilson  
Joseph R. Wilson

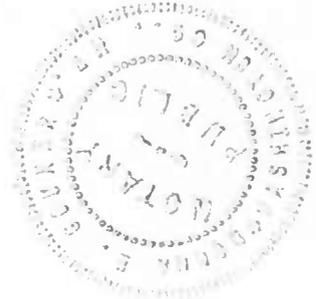
STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on October , 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph R. Wilson, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Donna E. [Signature]  
Notary Public

My Commission Expires  
July 1, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

623

DOCUMENT CODE 07 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	Limited Part. Good Standings
600	_____	Financial
	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Richard F. Mc Gray  
40 Union Mc Gray St  
100 N. A. Washington St  
Hagerstown, MD 21740

NOTE: \_\_\_\_\_

TOTAL DUES 42.00

\_\_\_\_\_ / Check \_\_\_\_\_ Cash

1 Documents on 2 checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
HAGERSTOWN AIR SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **NOVEMBER 2, 1987** AT **9:03** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

07

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 22.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2441723

TO THE CLERK OF THE COURT OF **WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED MAR 10 1988**  
ROBERT F. MCGRORY  
C/O URNER, MCGRORY & ETAL.  
100 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

087C3010160

A 245364



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO **355 0988**

RECORDED  
A 99888888  
01988 3-09 P3:02  
5:00  
5:00  
20:54 40-5

STATE DEPARTMENT OF REVENUE  
BBH DEVELOPMENT CORPORATION, INC.

ARTICLES OF INCORPORATION

10/27/87 8:28

P

FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

BBH DEVELOPMENT CORPORATION, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To purchase, lease, develop and/or otherwise acquire, hold, own, mortgage, manage, pledge, encumber, develop and dispose of all kinds of property, real, personal or otherwise, both in this State and in any part of the world.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Rte. 1, Box 489, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this state is Robert M. Bushey, Rte. 1, Box 489, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000)

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shares of common stock, with par value of TEN DOLLARS (\$10.00) per share.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), provided that:

(1) If there is no stock outstanding, the number of directors may be less than two, but not less than one; and

(2) If there is no stock outstanding and so long as there are less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert M. Bushey; Douglas A. Bachtell; and Edward N. Henson, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time, before issuance of such

stock, the preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected and shall not be entitled to demand and receive payment of the face value of its stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words

that are defined in Section 2-418 of the Corporations and Association Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties

to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1987, and I acknowledge the same to be my act.



---

Edward L. Kuczynska  
55 N. Jonathan Street  
Hagerstown, Md 21740



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
73	_____	Cert. of Conveyance	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standings	_____
NA	_____	Foreign Corporation Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standings	<u>Edward Kuczynski</u>
71	_____	Financial	<u>55 N. Jonathan St.</u>
600	_____	_____ Personal	<u>Hagerstown, Md</u>
	_____	Property Reports and _____	<u>21740</u>
	_____	_____ late filing	_____
	_____	penalties	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
BRH DEVELOPMENT CORPORATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 27, 1937 AT 3:28 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2440675

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
EDWARD KUCZUNSKI  
55 N. JONATHAN ST.  
HAGERSTOWN

MD 21740

03603010005

A 245218



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO: 254 2174

1987 OCT -8 A 9:50  
A 9887CHCK 9:50  
01988 3-09 P3:03

10/26/87

ARTICLES OF TRANSFER  
HOLIDAY RESTAURANT, INC.

THIS IS TO CERTIFY THAT:

1. PARTIES: These Articles of Transfer (hereinafter the "Articles") are executed as of the 30th day of September, 1987, by Holiday Restaurant, Inc., a Maryland corporation (hereinafter "Transferor"), to allow for the conveyance and transfer of the furniture, fixtures, equipment, food and beverage (excluding liquor) inventory, to Hagerstown Hotel Associates Limited Partnership, a Maryland Limited Partnership (hereinafter "HHALP") and liquor inventory to Hagerstown Hotel Restaurant, Inc., a Maryland Corporation (hereinafter "HHRI"), constituting all or substantially all of the Transferor's assets.

2. TRANSFER:

(a) Transferor hereby sells, assigns, conveys and transfers the furniture, fixtures, equipment, food and beverage (excluding liquor inventory) inventory owned by Transferor as described in the Bill of Sale attached hereto as Exhibit A and made a part hereof (collectively the "Property"), to HHALP, its successors and assigns, and hereby sells assigns, conveys and transfers the liquor inventory (the "Liquor") owned by Transferor as described in the Bill of Sale attached hereto and made a part hereof as Exhibit "B" to HHRI, its successors and assigns.

(b) Transferor hereby covenants that it will warrant title to Transferor's Property to HHALP and title to the Liquor to HHRI and that it will provide such further assurances and execute such other documents of transfer as may be required.

(c) Transferor hereby agrees to the transfer of the Property and the Liquor, such transfers to HHALP and HHRI constituting a transfer of all or substantially all of the assets of the Transferor.

3. POST OFFICE ADDRESSES: The post office addresses of the principal places of business of Transferor, HHALP and HHRI are as follows:

1987 OCT 26 AM 11:02

TRANSFEROR

Holiday Restaurant, Inc.  
3796 Lamar Avenue  
Memphis, Tennessee 38195

HHALP

Hagerstown Hotel Association  
Limited Partnership  
7402 Quality Court  
Frederick, MD 21701  
Attention: Edward J. Joyeusaz  
General Partner

HHRI

Hagerstown Hotel Restaurant,  
Inc.  
8026 Glendale Road  
Chevy Chase, MD 20815  
Attention: Edward J. Joyeusaz,  
President

4. PRINCIPAL OFFICE AND PLACE OF INCORPORATION:

(a) Transferor is a Maryland corporation, having its principal place of business as set forth in Section 3 above, and in the County of Washington, State of Maryland at 900 Dual Highway, Hagerstown, MD 21240.

(b) HHALP is a Maryland limited partnership with Edward J. Joyeusaz as its Managing General Partner. The principal place of business of HHALP is in the State of Maryland as described in Section 3 above.

(c) HHRI is a Maryland corporation having its principal place of business as set forth in Section 3 hereinabove.

5. AUTHORIZATION TO TRANSFER:

(a) The transfers described herein are pursuant to these Articles of Transfer and in full accordance with Transferor's Charter, and were approved by Transferor's Board of Directors and were duly authorized and approved by all the corporate stockholders of every class (with or without power to vote) by resolution of its sole corporate Shareholder held on September, 26<sup>th</sup> 1987, by unanimous action and consent, all in accordance with the Corporations and Associations Article of the Annotated Code of Maryland.

(b) HHRI warrants that its purchase of the liquor inventory hereunder was approved by HHRI's Board of Directors in a special meeting of the Board of Directors of HHRI held on September 30<sup>th</sup>, 1987 by unanimous written consent pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland.

6. FORMATION OF HHALP: As set forth above, HHALP is a Maryland Limited Partnership. HHALP was organized in the State of Maryland on the 20th day of September, 1987, under and pursuant to the Maryland Uniform Limited Partnership Act in Maryland, and HHALP was not organized by a special act. The name and address of the General Partner of HHALP in the State of Maryland is Edward J. Joyeusaz, 7402 Quality Court, Frederick Maryland, 21701.

7. CONSIDERATION: The Purchase Price to be paid to Transferor by HHALP for the Property (excluding the food and beverage) is the sum of One Million Four Hundred Twenty-Five Thousand Dollars (\$1,425,000.00), in cash on the date of final settlement. The purchase price to be paid in cash to Transferor by HHALP for the food and beverage and by HHRI for the liquor are as follows:

Liquor.....	\$ 4,954.76
Food and Beverage .....	<u>\$ 7,412.70</u>

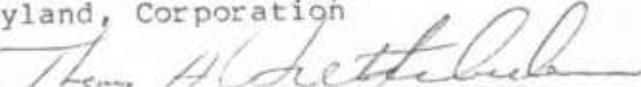
IN WITNESS WHEREOF, Holiday Restaurant, Inc. has caused its corporate name to be signed by its President, attested to by its secretary. Hagerstown Hotel Associates Limited Partnership has affixed its Partnership name through its General Partner. Hagerstown Hotel Restaurant, Inc. has affixed its corporate name through its President, attested to by its secretary.

ATTEST:

  
Secretary

TRANSFEROR

HOLIDAY RESTAURANT, INC., A Maryland, Corporation

BY:   
Vice President

HAGERSTOWN HOTEL ASSOCIATES LIMITED PARTNERSHIP, A Maryland Limited Partnership

BY:   
Edward J. Joyeusaz,  
General Partner

ATTEST:

HAGERSTOWN HOTEL RESTAURANT, INC.  
A Maryland Corporation

Charles L. Hosc L.  
Assistant Secretary

BY: [Signature]  
Edward J. Joyusaz,  
President

\*\*\*\*\*

STATE OF TENNESSEE

COUNTY OF SHELBY, TO WIT:

I HEREBY CERTIFY that on this 28<sup>th</sup> day of September, 1987, before me, a Notary Public in and for the State and County aforesaid, personally appeared Thomas H. Brettschneider, vice-President of Holiday Restaurant, Inc., a Maryland corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Transfer to be the corporate act and deed of said Corporation, and further the Articles of Transfer herein set forth were approved by unanimous action of the Board of Directors and Stockholders, and that the matters and facts set forth in the Articles of Transfer are true and correct.

WITNESS my hand and Notarial Seal, the day and year first above written.

[Signature]  
NOTARY PUBLIC

My Commission Expires:

10-18-89

STATE OF MARYLAND  
COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 30<sup>th</sup> day of September, 1987, before me, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD J. JOYEUSAZ, President of Hagerstown Hotel Restaurant, Inc., a Maryland corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Transfer to be the corporate act and deed of said Corporation, and further the Articles of Transfer herein set forth were approved by unanimous action of the Board of Directors and Stockholders, and that the matters and facts set forth in the Articles of Transfer are true and correct.

WITNESS my hand and Notarial Seal, the day and year first above written.

Orin J. Hansen  
NOTARY PUBLIC



My Commission Expires:

7/1/90

STATE OF MARYLAND,  
COUNTY OF FREDERICK TO WIT:

I HEREBY CERTIFY that on this 30<sup>th</sup> day of September, 1987, before me, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD J. JOYEUSAZ, General Partner of Hagerstown Hotel Associates Limited Partnership, a Maryland Limited Partnership, and he, in the name of and on behalf of said Limited Partnership, acknowledged that he has subscribed the within Articles of Transfer, that he acknowledges execution of the same for the purposes therein contained, that the facts set forth in the Articles of Transfer are true and correct, and further that the Articles of Transfer were duly approved by the him in his capacity as the General Partner of Hagerstown Hotel Associates Limited Partnership, a Maryland Limited Partnership.

WITNESS my hand and Notarial Seal, the day and year first above written.

Orin J. Hansen  
NOTARY PUBLIC



My Commission Expires:

7/1/90

BILL OF SALEFOOD AND BEVERAGE (NOT INCLUDING LIQUOR)Dated: September 30, 1987

FOR VALUE RECEIVED, HOLIDAY RESTAURANT, INC., a Maryland corporation ("Seller") hereby bargains, conveys, transfers and sells to HAGERSTOWN HOTEL ASSOCIATES LIMITED PARTNERSHIP ("Buyer") the food and beverage goods (not including liquor) ("F&B") which are owned by Seller and located at the hotel commonly known as "Holiday Inn - Hagerstown, Maryland" ("Hotel") and which is described on Exhibit "A" attached hereto and made a part hereof.

Seller warrants to Buyer that Seller is the owner of the F&B and possesses the full, exclusive right and authority to sell the F&B.

Seller further warrants to Buyer that the F&B is sold to Buyer free and clear of all liens, pledges and/or encumbrances. Except as aforesaid, the F&B is conveyed to Buyer without recourse and without any warranty, expressed or implied.

Buyer agrees to pay any and all transfer fees or sales taxes incident to the sale of the F&B or this Bill of Sale regardless of any law or custom to the contrary.

Buyer further agrees to indemnify, defend and hold Seller harmless from the payment of such fees and taxes.

Buyer shall fully indemnify, defend and hold Seller harmless from any claim, demand, loss, liability, damage, or expense (including but not limited to reasonable legal fees) arising out of or in connection with the F&B from and after the date hereof.

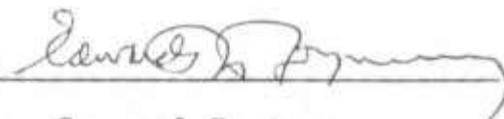
Exhibit "A" - F &amp; B

BS/FB/HAGERS

ES5 0819

Seller shall fully indemnify, defend and hold harmless Buyer from any claim, demand, loss liability, damage, or expense (including reasonable legal fees) arising out of or in connection with the F&B prior to the date hereof; provided, however, this indemnification shall not expand any warranties provided herein or limit any disclaimers of warranties or representations provided herein.

HAGERSTOWN HOTEL ASSOCIATES  
LIMITED PARTNERSHIP

By:   
Its: General Partner

HOLIDAY RESTAURANT, INC.

By:   
Its: Vice-President

The parties hereby acknowledge that this Bill of Sale is being executed pursuant to and in furtherance of that certain Agreement of Sale by and between Holiday Restaurant, Inc., Wayne Gas and Oil Company, Inc. (collectively the "Sellers") and Edward J. Joyeusaz (the "Buyer"). The parties further acknowledge that Edward J. Joyeusaz has assigned his interests in the aforesaid Agreement of Sale to Hagerstown Hotel Associates Limited Partnership.

Edward J. Joyeusaz has agreed to remain liable for the performance of the Agreement of Sale and all documents relating to or associated with the Agreement of Sale and the closing. Accordingly, Edward J. Joyeusaz hereby agrees to be jointly and severally liable for the full, complete, and satisfactory performance of the obligations assumed and undertaken by Buyer pursuant to this Bill of Sale, including, without limitation, the indemnifications provided for hereinabove.

  
EDWARD J. JOYEUSAZ

BILL OF SALEGENERAL BILL OF SALEDated: September 30, 1987

FOR VALUE RECEIVED, Holiday Restaurant, Inc., a Maryland corporation, and Wayne Gas and Oil Company, Inc. ("Sellers") hereby bargain, convey, sell and transfer to Hagerstown Hotel Associates Limited Partnership ("Buyer"), the personal property, including without limitation, fixtures, (the "Personal Property") which are owned by Sellers and located at or used in connection with the usual operation and maintenance of the hotel commonly known as "Holiday Inn - Hagerstown, Maryland" (the "Hotel"), and which are described as the Second Inventory and listed on Exhibit "A" attached hereto.

Sellers warrant to Buyer that Sellers are the owners of the Personal Property and have the full and exclusive right and title to the Personal Property and the exclusive authority to sell the Personal Property.

Sellers further warrant to Buyer that the Personal Property is conveyed to Buyer free and clear of all liens, pledges, encumbrances and mortgages. Except as aforesaid, the Personal Property is conveyed to Buyer in its "AS IS" "WHERE IS" condition without recourse and without any warranty, expressed or implied.

Buyer agrees to pay any and all transfer fees or sales taxes due as a result of or in conjunction with the sale of the Personal Property or this Bill of Sale regardless of any law or custom to the contrary. Buyer further agrees to indemnify and hold Sellers harmless from the payment of such fees and taxes.

Buyer shall fully indemnify, defend and hold harmless Sellers from any claim, demand, loss, liability, damage, or expense (including reasonable legal fees) arising out of or in connection with the Personal Property from and after the date hereof.

Exhibit A-Inventory List

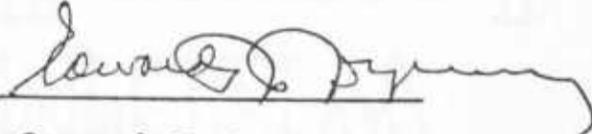
BS/GEN/HAGER

2965 0822

Sellers shall fully indemnify, defend and hold harmless Buyer from any claim, demand, loss, liability, damage, or expense (including reasonable legal fees) arising out of or in connection with the Personal Property prior to the date hereof; provided, however, this indemnification shall not expand any warranties provided herein or limit any disclaimers of representations or warranties provided herein.

Buyer:

HAGERSTOWN HOTEL ASSOCIATES  
LIMITED PARTNERSHIP

By: 

Its: General Partner

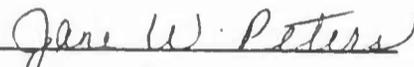
Sellers:

HOLIDAY RESTAURANT, INC.

By: 

Its: Vice-President

WAYNE GAS AND OIL COMPANY, INC.

By: 

Its: VICE PRESIDENT

The parties hereby acknowledge that this Bill of Sale is being executed pursuant to and in furtherance of that certain Agreement of Sale by and between Holiday Restaurant, Inc. and Edward J. Joyeusaz. The parties further acknowledge that Edward J. Joyeusaz has assigned its interests in the aforesaid Agreement of Sale to Hagerstown Hotel Associates Limited Partnership.

Edward J. Joyeusaz has agreed to remain liable for the performance of the Agreement of Sale and all documents relating to or associated with the Agreement of Sale and the closing. Accordingly, Edward J. Joyeusaz hereby agrees to be jointly and severally liable for the full, complete, and satisfactory performance of the obligations assumed and undertaken by Buyer pursuant to this Bill of Sale, including, without limitation, the indemnifications provided for hereinabove.

  
EDWARD J. JOYEUSAZ

BILL OF SALEFOR LIQUORDated: September 30, 1987

FOR VALUE RECEIVED, HOLIDAY RESTAURANT, INC., a Maryland corporation ("Seller") hereby bargains, conveys, transfers and sells to HAGERSTOWN HOTEL RESTAURANT, INC. ("Buyer") the liquor which is owned by Seller and located at the hotel commonly known as "Holiday Inn - Hagerstown, Maryland" ("Hotel") and which liquor is described on Exhibit "A" attached hereto and made a part hereof ("Liquor").

Seller warrants to Buyer that Seller is the owner of the Liquor and possesses the full, exclusive right and authority to sell the Liquor.

Seller further warrants to Buyer that the Liquor is sold to Buyer free and clear of all liens, pledges and/or encumbrances. Except as aforesaid, the Liquor is conveyed to Buyer without recourse and without any warranty, expressed or implied.

Buyer agrees to pay any and all transfer fees or sales taxes incident to the sale of the Liquor or this Bill of Sale regardless of any law or custom to the contrary.

Buyer further agrees to indemnify, defend and hold Seller harmless from the payment of such fees and taxes.

Buyer shall fully indemnify, defend and hold Seller harmless from any claim, demand, loss, liability, damage, or expense (including but not limited to reasonable legal fees) arising out of or in connection with the Liquor from and after the date hereof.

Exhibit "A" - Liquor Inventory

BS/LIQ/HAGER

2965 0825

644

Seller shall fully indemnify, defend and hold harmless Buyer from any claim, demand, loss liability, damage, or expense (including reasonable legal fees) arising out of or in connection with the Liquor prior to the date hereof; provided, however, this indemnification shall not expand any warranties provided herein or limit any disclaimers of warranties or representations provided herein.

HAGERSTOWN HOTEL RESTAURANT, INC.

By: [Signature]  
Its: Jim Partee

HOLIDAY RESTAURANT, INC.

By: [Signature]  
Its: Vice-President

2965 0826

The parties hereby acknowledge that this Bill of Sale is being executed pursuant to and in furtherance of that certain Agreement of Sale by and between Holiday Restaurant, Inc., Wayne Gas and Oil Company, Inc. (collectively the "Sellers") and Edward J. Joyeusaz (the "Buyer"). The parties further acknowledge that Edward J. Joyeusaz has assigned its interests in the aforesaid Agreement of Sale to Hagerstown Hotel Associates Limited Partnership. In accordance with Maryland law, a corporation may obtain a liquor license (not a Partnership) and Hagerstown Hotel Restaurant, Inc. has been designated by Hagerstown Hotel Associates Limited Partnership as the corporation to obtain and hold title to the liquor license and liquor inventory.

Edward J. Joyeusaz has agreed to remain liable for the performance of the Agreement of Sale and all documents relating to or associated with the Agreement of Sale and the closing. Accordingly, Edward J. Joyeusaz hereby agrees to be jointly and severally liable for the full, complete, and satisfactory performance of the obligations assumed and undertaken by Buyer pursuant to this Bill of Sale, including, without limitation, the indemnifications provided for hereinabove.

  
EDWARD J. JOYEUSAZ



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

120

BUSINESS CODE

COUNTY

71

# P.A Religious Close Stock Nonstock

Merging (Transferor)

Holiday Restaurant, Inc. A 0085530

Surviving (Transferee)

Hagerstown Hotel Associates Limited Partnership M242348/

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer) 38
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 20 1 Certified Copy 149
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code 53

ATTENTION: R. Vincent Welty

MAIL TO ADDRESS:

TOTAL FEES

58

NOTE:

Check Cash

Documents on checks

APPROVED BY:

[Signature]

\*\*\*\*\*

ARTICLES OF TRANSFER  
OF  
HOLIDAY RESTAURANT, INC. (md. Corp.)-Transferor

And

HAGERSTOWN HOTEL ASSOCIATES LIMITED PARTNERSHIP (Md. Ltd..Partnership)-  
Transferee

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 26, 1987 AT 11:02 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

38.00

\$ \_\_\_\_\_

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

M2423481

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED MAR 10 1988**  
ROSENSTOCK, BURGEE & WELTY, P.A.  
BLACK HORSE SQUARE  
117 WEST PATRICK STREET  
P.O. BOX 688  
FREDERICK MD 21701

085C3012198

A 245191



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2965 0813

648

10/28/87

8:47A

*amb*

ARTICLES OF INCORPORATION  
OF  
INTERFLIGHT, INC.

RECORD 5.00  
A 9890CHCK 5.00  
01988 3-09 P3:04

1. The undersigned, David B. Sullivan, whose post office address is Route 6, Box 232B, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

2. The name of the corporation (which hereinafter is called the Corporation) is INTERFLIGHT, INC.

3. The purposes of the corporation are to manufacture, buy, sell, hire, lease, import, export, deal in, operate, or otherwise use, at any place or places, airships, aeroplanes, monoplanes, biplanes, seaplanes, dirigibles, and other balloons, aircraft, flying apparatus, or other mechanical devices for aerial operation or navigation, of any and every kind and description and any future improvements or developments of the same; to manufacture, buy, sell, hire, lease, import, export, deal in, operate, or use motors, engines, or other machinery or devices of every kind and description for the generation of power, for the propulsion of the above mentioned airships, airplanes, and other equipment and devices for aerial operation and navigation and all machinery, appliances, tools, supplies, materials, parts, accessories, and equipment, or other paraphernalia used or capable of being used in the construction or the use of the same. In addition, the corporation shall have the power to carry on business of any character whatsoever that is not prohibited by law.

1987 OCT 28 AM 8 47

70018910

4. The post office address of the principal office of the corporation in Maryland is Route 6, Box 2326, Hagerstown, Maryland 21740. The name and post office address of the registered agent of the Corporation in Maryland are Bridget Ashburn, Route 6, Box 2328, Hagerstown, Maryland 21740.

5. The total number of shares of Stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

6. The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than Three (3) stockholders, the number of directors may be less than Three (3), but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen are David B. Sullivan and Diane B. Sullivan.

7. The duration of the Corporation shall be perpetual.

IN WITNESS THEREOF, we have signed these Articles of Incorporation on October 12, 1987 and severally acknowledge the same to be our act.

  
-----  
David B. Sullivan



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ X Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

MAIL TO ADDRESS: David B. Sullivan, Rte 6, Box 232, B, Hagerstown, MD 21740

TOTAL FEES

40

X Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: amh

NOTE:

ARTICLES OF INCORPORATION  
OF  
INTERFLIGHT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **OCTOBER 28, 1987** AT **8:47** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID:  
\$ 20.00

RECORDING  
FEE PAID: 5.00  
\$ 20.00

SPECIAL  
FEE PAID:  
\$ \_\_\_\_\_

D2440204

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
DAVID B. SULLIVAN  
ROUTE 6, BOX 232B  
HAGERSTOWN MD 21740

085C3012125

A 245134



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2965 0402

RECORD 5.00  
A 7871CHOK 5.00  
01928 3-09 13:04

RECEIVED FOR RECORD ON MARCH 9, 1988 at STATE DEPARTMENT OF ASSESSMENTS  
3:04 P.M. CORPORATION LIBER 38

BLUE VIEW LEASING, INC.  
ARTICLES OF INCORPORATION

10/27/87 8:26

FIRST, I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

BLUE VIEW LEASING, INC.

THIRD: The prupose for which the Corporation is formed are:

- (1) To buy, sell, and lease any and all kinds of machinery and equipment.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Rural Rte. 66, P.O. Box 55, Cavetown, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Robert M. Bushey and Vonetta S. Bushey, Rte. 1, Box 489, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually living in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is TEN THOUSAND (10,000) shares of common stock, with par value of TEN DOLLARS (\$10.00) per share.

1987 OCT 27 P 8:26

736080395 0313

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, provided that:

(1) If there is no stock outstanding, the number of directors may be less than two but not less than one; and

(2) If there is no stock outstanding and so long as there are less than three not not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert M. Bushey and Vonetta M. Bushey.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time, before issuance of such stock, the preference, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected and shall not be entitled to demand and receive payment of the face value of its stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the

"Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer

656

is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 24<sup>th</sup> day of September, 1987, and I  
acknowledge the same to be my act.



Edward L. Kuczynski  
55 N. Jonathan Street  
Hagerstown, Maryland 21740

2963 0317



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

657

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Edward Kuczynski  
55 N. Jonathan St.  
Hagerstown, Md  
21740

NOTE: \_\_\_\_\_

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION  
OF  
BLUE VIEW LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND OCTOBER 27, 1987 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$         

D2440055

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED MAR 10 1988

RETURN TO:  
EDWARD KUCZYNSKI  
55 N. JONATHAN ST.  
HAGERSTOWN

MD 21740

085C3012110

A 245120



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2965 0312

659

THE STOFFER GEETING EVANGELISTIC ASSOCIATION, INC.

RECORD 5.00  
A 9892CHCK 5.00  
01988 3-09 P3:04

ARTICLES OF VOLUNTARY DISSOLUTION

The Stouffer Geeting Evangelistic Association, Inc., a Maryland Corporation, having its principal office at Post Office Box 324, Keedysville, Washington County, Maryland 21756, (hereinafter referred to as the "Corporation" hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is: Post Office Box 324, Keedysville, Washington County, Maryland 21756.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one year after dissolution and until the affairs are wound up is: Rev. John W. Schildt, whose Post Office address is P. O. Box 37, Chewsville, Maryland 21721.

FOURTH: The name and address of each Director of the Corporation is as follows:

Joseph Filsinger, Secretary  
2324 Jefferson Boulevard  
Hagerstown, MD 21740

Rev. John W. Schildt, President  
P. O. Box 37  
Chewsville, MD 21721

FIFTH: The name of each officer of the Corporation are as follows:



1987 OCT 26 P 8:45

1987 JUL -11 A 9:16

2963 2607

72938290

10/26/87 P.45A

POOLE & POOLE, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN TRUST BUILDING  
81 WEST WASHINGTON STREET  
HAGERSTOWN, MD 21740

Joseph Filsinger, Secretary  
2324 Jefferson Boulevard  
Hagerstown, MD 21740

Rev. John W. Schildt, President  
P. O. Box 37  
Chewsville, MD 21721

SIXTH: That the voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the charter of the Corporation and that the voluntary dissolution of the Corporation was, by Unanimous Written Informal Action by the Board of Directors and Members of the Corporation, duly executed by the entire Board and all of the Members approving the dissolution and the Voluntary Articles of Dissolution contained herein.

SEVENTH: The Corporation has no creditors.

EIGHTH: These Articles of Voluntary Dissolution are not accompanied by certificates provided by §3-407 (c) (2) of the Corporations and Associations Article of the Annotated Code of Maryland, since the Corporation is a tax exempt corporation.

IN WITNESS WHEREOF, The Stouffer Geeting Evangelistic Association, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 18th day of June, 1987, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of The Stouffer Geeting Evangelistic Association, Inc. and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.



Rev. John W. Schildt (SEAL)  
Rev. John W. Schildt,  
President

296 2508

Joseph Filsinger (SEAL)  
Joseph Filsinger, Secretary



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ CPA  
DIRECTOR

RECEIVED OCT 01 1987

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE STOFFER GEETING EVANGELISTIC ASSOCIATION, INC.  
have been paid.

WITNESS my hand and official seal this

29TH day of SEPTEMBER A.D. 1987.

  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

2963 2609



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19

BUSINESS CODE

04

COUNTY

71

#

00747428

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	50	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

David

K. Poole, Jr., Esq.

MAILED MAR 10 1988

MAIL TO ADDRESS:

Poole

+ Poole, P.A.

Hagerstown Trust

BLG

81 West Washington Street

NOTE:

Hagerstown, MD 21740

TOTAL FEES

\$50

Check

Cash

Documents on

checks

APPROVED BY:

[Signature]

ARTICLES OF DISSOLUTION  
OF  
THE STOUFFER GEETING EVANGELISTIC ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND October 26, 1987 AT 8:45 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20 5-75

SPECIAL  
FEE PAID:

\$ 30 \_\_\_\_\_

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

# 083c

GCS

A 241884



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2963 2606

664

12-10-87  
WHITE COFFEE POT RESTAURANTS OF ALLEGANY COUNTY, INC., 1987 4-13 09:35  
RECORD 6.50  
8:50 2925CHCK 6.50

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 30<sup>th</sup> day of October, 1987, by and between WHITE COFFEE POT RESTAURANTS OF ALLEGANY COUNTY, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and RESH'S RESTAURANT, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address, and principal place of business of Transferee are Resh's Restaurant, Inc., 710 Dual Highway, Hagerstown, Maryland 21740.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is White Coffee Pot Restaurants of Allegany County, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Resh's Restaurant, Inc., a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it, as set forth in Article NINTH herein, is One Hundred Seventy-five Thousand Dollars (\$175,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement of Sale (hereinafter referred to as the "Agreement") between Transferee and Transferor dated October 30, 1987, which Agreement is incorporated herein by reference.

FIFTH: The principal office of Transferor is in the City of Hagerstown, Washington County, State of Maryland.

SIXTH: The location of the principal office of Transferee in the State of Maryland is Hagerstown, Washington County, Maryland.

SEVENTH: THE Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the

Schlossberg, P. A.  
Attorneys at Law  
14 Washington Street  
Hagerstown, Maryland 21740  
Area Code 301  
739 8610

73-14830

73-14830

2975 2764



Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transfer, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland under which Transferee was organized.

NINTH: In consideration of the payment to Transferor of One Hundred Seventy-five Thousand Dollars (\$175,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns all that property detailed in the Agreement.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance within the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, WHITE COFFEE POT RESTAURANTS OF ALLEGANY COUNTY, INC. and RESH'S RESTAURANT, INC., parties to these Articles of Sale and transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President or Vice President and attested by the Secretary or an Assistant Secretary, as of this 31<sup>st</sup> day of October, 1987.

ATTEST:

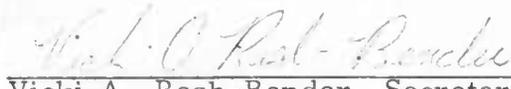
WHITE COFFEE POT RESTAURANTS  
OF ALLEGANY COUNTY, INC.

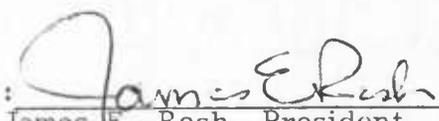
  
Hilda S. Katz, Secretary

BY:   
Arthur Katz, President

ATTEST:

RESH'S RESTAURANT, INC.

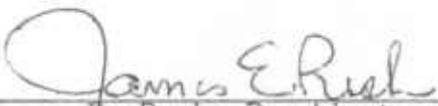
  
Vicki A. Resh-Bender, Secretary

BY:   
James E. Resh, President

THE UNDERSIGNED, President of White Coffe Pot Restaurants of Allegany County, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Arthur Katz, President

THE UNDERSIGNED, President of Resh's Restaurant, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
James E. Resh, President

## CONTRACT FOR SALE OF BUSINESS

This agreement, made this 30 day of October, 1987, by and between (1) White Coffee Pot Restaurants of Allegany County, Inc. (hereinafter called "Seller"), and (2) Resh's Restaurant, Inc., a Maryland corporation (hereinafter called "Buyer").

Seller presently owns a restaurant business known as the Always Restaurant, located at 1201 Dual Highway, Hagerstown, Washington County, Maryland. The building is presently leased from Jim's Enterprises, Inc.

Buyer has a Maryland corporation known as Resh's Restaurant, Inc., with the intent that the business will be operated by it through that corporation.

The parties, therefore, have agreed as follows on these terms:

1. Sellers shall sell and transfer to Buyers the business known as the Always Restaurant located at 1201 Dual Highway, Hagerstown, Maryland, free of all liens and encumbrances passing a good and merchantable title.

2. The total price payable by Buyer to Seller is One Hundred Seventy-five Thousand Dollars (\$175,000.00). Of that amount, Seventy-five Thousand Dollars (\$75,000.00) is allocable to equipment, Twenty-five Thousand Dollars (\$25,000.00) for leasehold improvements, Five Thousand Dollars (\$5,000.00) for supplies, Five Thousand Dollars (\$5,000.00) for food inventory, Seven Thousand Five Hundred (\$7,500.00) for dishes and utensils, Fifty Thousand Dollars (\$50,000.00) for a five-year five-mile non-compete covenant and Seven Thousand Five Hundred Dollars (\$7,500.00) for goodwill. An inventory of all equipment, leasehold improvements, supplies, food, dishes and utensils will be taken and become a part of this contract known as Schedule "A".

3. At the present time there are certain pieces of equipment that are leased from suppliers and are not part of the equipment being sold. They are telephones, coffee machines, juice machines, chocolate machines, juke box, and cigarette machines.

4. The following costs will be prorated to the time that the Buyer assumes control of the restaurant.

- a. Water and Sewer
- b. Personal Property tax.
- c. Real Estate Tax - according to lease.
- d. Hobart Maintenance Agreement

5. Seller will transfer all right, title and interest to Buyer of all advertising, names, telephone numbers, menus and any other items or names that describe the restaurant.

6. Buyer shall assume control and Sellers shall relinquish control of the restaurant immediately following settlement on Friday, October 30, 1987.

2375 2757

7. Buyer acknowledges that all equipment sold hereunder is in good operating order as of the date of execution of this Agreement except for those items noted on Schedule B which require repair as noted. Seller agrees that Buyer shall undertake the repair of all items noted on Schedule B with the prior consent of Seller (which consent shall not be unreasonably withheld) and Seller shall reimburse Buyer for all expenses incurred for such repairs. Except as noted in this Paragraph, all items sold hereunder are transferred and conveyed in "as is" condition without any warranty, express or implied.

8. Seller agrees to repair the existing hole in the parking lot at Seller's expense; which repair is contemplated to be undertaken within thirty (30) days of the date of this Agreement.

9. Seller will aid the Buyer in securing the same terms and conditions with all suppliers that now exist with the Buyer and suppliers.

10. Seller will assign unto Buyer, and Buyer will assume the lease now in existence between Seller and Constance G. Resh, Lessee.

11. Buyer will not be responsible for any real estate commissions or fees.

12. This is a sale which represents a disposition by White Coffee Pot Restaurants of Allegany County, Inc., of all or substantially all of its assets. Therefore, contemporaneous with settlement hereunder, Seller will file with the Maryland Department of Assessments and Taxation Articles of Sale and Transfer and all necessary documents required by that body in conjunction with this sale.

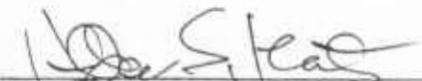
13. INDEMNITY AGREEMENT. Seller, Arthur H. Katz and Hilda S. Katz (hereinafter referred to as "Indemnitors") do hereby agree to indemnify and hold harmless Buyer (hereinafter referred to as "Indemnitee") from any and all liability, loss or attorney's fees or any other expenses or damages Indemnitee may suffer as a result of any claims, demands, losses, costs or judgments against it arising from any unpaid liabilities of the Indemnitor or from the operation by the Indemnitor of the subject business, including but not limited to: any claims of creditors; any claims arising by virtue of the subject sale transaction not complying with the requirements of Title Six of the Maryland Commercial Code Annotated (Bulk Transfers); any claims arising by virtue of the subject sale transaction not complying with MD. CORPS. & ASSOCS. CODE §3-101, et seq; any damages resulting from false representations or warranties of Indemnitor contained herein; any damages resulting from any default of Indemnitor with regard to any term contained herein.

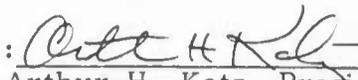
14. FURTHER ASSURANCES. The parties hereto hereby agree to execute such other and further documents and assurances as may be necessary to effect the purposes and premises of this agreement.

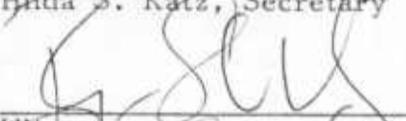
Witness the hands and seals of the parties hereto.

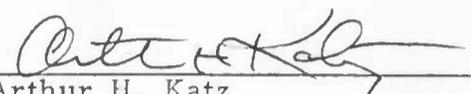
ATTEST AS TO CORPORATE:  
SEAL & SIGNATURE:

White Coffee Pot Restaurant  
Of Allegany County, Inc.

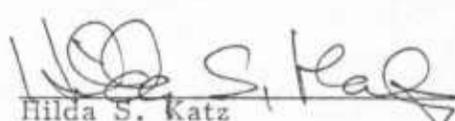
  
\_\_\_\_\_  
Hilda S. Katz, Secretary

BY:  (SEAL)  
\_\_\_\_\_  
Arthur H. Katz, President

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Arthur H. Katz

  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Hilda S. Katz

ATTEST AS TO CORPORATE  
SEAL & SIGNATURE:

Resh's Restaurant, Inc.

\_\_\_\_\_  
Vicki A. Resh-Bender, Secretary

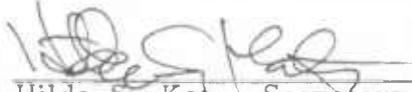
BY:  (SEAL)  
\_\_\_\_\_  
James E. Resh, President

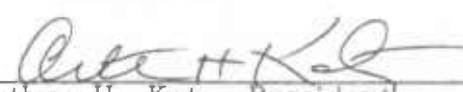
NON COMPETE COVENANT

For the consideration stipulated Seller will not within a period of five (5) years from the date of this contract and within five (5) miles of the present location of the restaurant own or operate a restaurant, in any form.

ATTEST AS TO CORPORATE  
SEAL & SIGNATURE:

White Coffee Pot Restaurant  
of Allegany County, Inc.

  
\_\_\_\_\_  
Hilda S. Katz, Secretary

BY:   
\_\_\_\_\_  
Arthur H. Katz, President

## SCHEDULE B

## REQUIRED EQUIPMENT REPAIRS

- (1) Two window air conditioners are inoperative and must be serviced and repaired
- (2) One hose nozzle on dishwasher sprayer must be replaced
- (3) A string of lights illuminating chicken broasters must be made operative
- (4) One of the chicken broasters requires both inspection and repair

AHK  
2975 2771



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE \_\_\_\_\_ COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging  
(Transferor) White Copper Pot  
Restaurants of Allegany  
County, Inc  
R 0244269

Surviving  
(Transferee) Reski's  
Restaurant, Inc  
R 2442853

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	<u>26</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>1.4</u>	<u>1</u> Certified Copy <u>SP</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change  
(New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED APR 15 1988

MAIL TO ADDRESS: \_\_\_\_\_  
Roger Schlossberg, PA.  
134 W. Wash. St.  
Hagerstown, Md  
21740

TOTAL FEES 40

\_\_\_\_\_  Check \_\_\_\_\_ Cash

1 Documents on 2 checks

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

ARTICLES OF SALE AND TRANSFER

BETWEEN

WHITE COFFEE POT RESTAURANTS OF ALLEGANY COUNTY, INC. (A MD CORP.) TRANSFEROR

AND

RESH'S RESTAURANT, INC. (A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 10, 1987 AT 8:50 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING FEE PAID:

\$ 26.00

SPECIAL FEE PAID:

\$ \_\_\_\_\_

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 241961

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 375 378

RECEIVED FOR RECORD ON APRIL 13, 1988 at 9:35 A.M. CORPORATION LIBER 38

APPROVED FOR RECORD

11/24/87 at 2:13 p.m.

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY FOOTBALL OFFICIALS ASSOCIATION, INC.

RECORD 5.00  
A 2926CHCK 5.00  
01988 4-13 09:35

THIS IS TO CERTIFY THAT:

FIRST: That we, the subscribers, David Seacrist, whose address is 1701 Garden Lane Apt. 3, Hagerstown, Md., Robert Becker, whose address is Rt. 8 Box 111, Hagerstown, Md., Robert Powell, whose address is 926 Oak Hill Ave., Hagerstown, Md., Terry Posey, whose address is Rt. 6 Box 287, Hagerstown, Md., and Robert Everly, whose address is 117 Windsor Dr., Hagerstown, Md., all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereafter called the "Corporation") is WASHINGTON COUNTY FOOTBALL OFFICIALS ASSOCIATION, INC.

THIRD: The purpose for which the Corporation is formed are as follows:

To organize and operate an association exclusively for providing the services of officiating the sport of football.

73280277

1987 NOV 24 PM 2 13

2671 0596



FOURTH: The post office address of the principal office of the Corporation in this State is 1701 Garden Lane Apt. 3, Hagerstown, Md. The resident agent of the Corporation is David Seacrist, whose post office address is 1701 Garden Lane Apt. 3, Hagerstown, Md. Said resident agent is a citizen of the State of Maryland and actually resides therein.

21700 ✓

FIFTH: The Corporation is not authorized to issue any capital stock. The aforementioned subscribers shall be the first members of the Corporation. Members may resign or be removed, vacancies may be filled and additional members elected, as provided by the By-Laws.

SIXTH: The number of the directors shall be five (5) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are chosen and duly qualified are: David Seacrist, Robert Becker, Robert Powell, Terry Posey and Robert Everly.

IN WITNESS WHEREOF. We have signed these Articles of Incorporation on 11/11, 1987.

*David Seacrist*  
David Seacrist

*Robert Becker*  
Robert Becker

*Robert Powell*  
Robert Powell

*Terry Posey*  
Terry Posey

*Robert Everly*  
Robert Everly

WITNESS AS TO ALL:

*David E. Haupt*

David E. Haupt

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY . This 16<sup>TH</sup> day of NOVEMBER,  
A.D.. 1987, before me the subscriber, a Notary Public of the  
State of Maryland, in and for Washington County, personally  
appeared David Seacrist, Robert Becker, Robert Powell, Terry  
Posey and Robert Everly and severally acknowledged the forgoing  
Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

*David E. Haupt*

David E. Haupt  
Notary Public

My Commission Expires July 1, 1990.





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

677

DOCUMENT CODE 027 BUSINESS CODE 04 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
80		Special Fee
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NA		_____ Corp. Good Standings
87		Foreign Corporation Registration
71		_____ Limited Part. Good Standings
600		Financial
		_____ Personal Property Reports and _____ late filing penalties
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED APR 15 1988

MAIL TO ADDRESS: \_\_\_\_\_

Dave Seacrest  
1701 Garden La #3

Hagerstown, Md 21740

NOTE: \_\_\_\_\_

TOTAL FEES

40 Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: A

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY FOOTBALL OFFICIALS  
ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **NOVEMBER 24, 1987** AT **2:13** O'CLOCK **P.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: \$ 20.00  
RECORDING FEE PAID: \$ 20.00 *500*  
SPECIAL FEE PAID: \$ \_\_\_\_\_

D2456952

TO THE CLERK OF THE COURT OF **WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
DAVID SEACRIST  
1701 GARDEN LANE APT. 3  
HAGERSTOWN MD 21740

105C3010102

A 248089



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

*0595*  
0571 02

ARTICLES OF INCORPORATION

RECORD 5.50  
A 2946CHCK 5.50  
01988 4-13A10:39

11/25/87

8:53 A

OF

BOOKER T. WASHINGTON SCHOLARSHIP FUND, INCORPORATED

For the purpose of forming a non-stock corporation for one or more lawful purposes under provisions of the Corporation and Association Article of the Annotated Code of Maryland, (hereinafter sometimes referred to as the Corporation Law), the natural persons hereinafter named as the persons acting as the incorporators of said corporation do hereby adopt and sign the following Articles of Incorporation of the Corporation and does hereby acknowledge that their adoption and signing thereof are their first act:

FIRST:

(1) The names including the full given name of each incorporator are as follows:

- a. Dr. William E. Allen
- b. Rosie Allen
- c. Richard Allen

(2) Said incorporators post office address, including the street number, the city and county are as follows:

1987 NOV 25 8 53 AM

- a. Dr. William E. Allen  
Rt. 1, Box 281C  
Washington County  
Sharpsburg, MD 21782
- b. Rosie Allen  
Rt. 1, Box 281C  
Washington County  
Sharpsburg, MD 21782
- c. Richard Allen  
314 Avenue S  
Lipscomb  
Bessemer, AL 36863

73298050

(3) Each incorporator is at least eighteen (18) years of age.

(4) The said incorporators are forming the Corporation named in these Article of Incorporation under the Laws of the State of Maryland, including Subtitle 1 of Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND:

The name of the Corporation, hereinafter called the "Corporation" is **Booker T. Washington Scholarship Fund, Incorporated.**

THIRD:

The period of duration of the Corporation shall be perpetual.

FOURTH:

The Corporation is formed for the following purposes:

a. To promote, encourage and provide for the education of talented individuals through charitable endeavors by providing of grants, loans or a combination thereof, in furtherance of scholarship.

b. To engage exclusively in fund raising activities solely for the advancement of artistic, scientific, literary and educational pursuits.

c. To provide members of the general public through the various media with worthwhile information regarding artistic, scientific, literary and educational pursuits.

d. To promote public interest in artistic, scientific, literary and educational pursuits of talented individuals regardless of their age, sex, race, religion, or natural origin.

e. To establish, build, buy, purchase or otherwise acquire, lease, maintain, hold, manage and operate establishments or places to carry on the objectives and purposes connected to or otherwise related to the business.

f. In general, to carry on any other business connected with or incidental to the foregoing objectives and purposes, and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

g. All words and clauses appearing in this article (FOURTH) are used in their most exclusive sense and are intended to be so construed; and nothing herein is to be construed as authorizing the corporation to carry on any business for purposes other than exclusively for charitable and educational causes or the promotion thereof.

FIFTH:

The Corporation shall not be authorized to issue capitol stock.

SIXTH:

The post office address, including street number and the state and county and the principal office within the State of Maryland is Rt. 1, Box 2815; Washington County; Sharpsburg, MD 21782.

## SEVENTH:

The name of the initial registered agent of the Corporation and address is as follows:

Dr. William E. Allen  
Rt.1, Box 281C  
Washington County  
Sharpsburg, MD 21782

## EIGHTH:

The number of directors constituting the initial Board or Directors shall be four, and the names and addresses for the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are:

William Henry Standford  
Rt. 4, Box 375  
Lanette, AL 35020

Dr. William E. Allen  
Rt. 1, Box 281C  
Washington County  
Sharpsburg, MD 21782

Rosie Allen  
Rt. 1, Box 281C  
Washington County  
Sharpsburg, MD 21782

Richard Allen  
314 Avenue S  
Lipscomb  
Bessemer, AL 36863

## NINTH:

This Corporation is not organized for the pecuniary profit of its directors, officers, or members; nor may it issue stock nor declare nor distribute dividends, and to part of its net income shall inure to the benefit of any director, officer, or

1971 0531

member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the charitable, educational and benevolent purposes of the Corporation.

IN WITNESS WHEREOF, we have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are our act on this 17<sup>th</sup> day of November, 1987.

William E. Allen  
Dr. William E. Allen

Rosie Allen  
Rosie Allen

Richard Allen  
Richard Allen

District  
STATE OF Columbia )  
COUNTY/CITY OF Washington ) ss:

Before me, the undersigned, a Notary Public, in and for the State and County aforesaid, personally appeared DR. WILLIAM E. ALLEN, and ROSIE ALLEN, who are well known to me (or satisfactorily proven) as the persons named as persons in fact in the foregoing Articles of Incorporation, bearing date on the 17<sup>th</sup> day of November, 1987, and hereto attached, personally before me, and under oath in due form of law, stated, deposed and acknowledged the same to be the act and deed of said Corporation by virtue of the power vested in them in said Articles of Incorporation.

Given under my hand and seal on this 17<sup>th</sup> day of November, 1987.

Judith A. Goldman  
Notary Public

My commission expires: My Commission Expires July 1, 1990



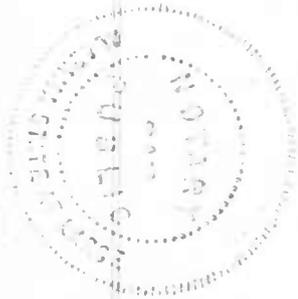
STATE OF Alabama )  
COUNTY/CITY OF Jefferson-Bessemer ) ss:

Before me, the undersigned, a Notary Public, in and for the State and County/City aforesaid, personally appeared RICHARD ALLEN, who are well known to me (or satisfactorily proven) as the persons named as persons in fact in the foregoing Articles of Incorporation, bearing date on the 30 day of October, 1987, and hereto attached, personally before me, and under oath in due form of law, stated, deposed and acknowledged the same to be the act and deed of said Corporation by virtue of the power vested in him in said Articles of Incorporation.

Given under my hand and seal on this 30 day of October, 1987.

*[Signature]*  
Notary Public

My commission expires: My Commission Expires Oct. 21, 1989





DOCUMENT CODE

02  
026

BUSINESS CODE

04

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	Limited Part. Good Standings
600	_____	Financial
	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name  
\_\_\_\_\_ Change of Principal Office  
\_\_\_\_\_ Change of Resident Agent  
\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Richard C. Litman Esq.  
P.O. Box 15035  
Crystal City Station  
Arlington, VA 22215

NOTE:

0035

TOTAL FEES

42.00

\_\_\_\_\_ Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
BOOKER T. WASHINGTON SCHOLARSHIP FUND,  
INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 25, 1987 AT 8:53 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID.

\$ 20.00

RECORDING  
FEE PAID:

5.50  
\$ 22.00

SPECIAL  
FEE PAID:

\$

D2457034

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
RICHARD C LITMAN ESQ.  
P.O. BOX 15035  
CRYSTAL CITY STATION  
ARLINGTON

VA 22215 0035

105C3010110

A 248097



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2971 0522

ARTICLES OF INCORPORATION

OF

GREAT ADDITIONS, INC.

A CLOSE CORPORATION

RECORD 5.00  
A 2947CHCK 5.00  
01988 4-13A10:31

THIS IS TO CERTIFY, that I the subscriber, J. Vincent Hellane Jr. whose Post Office address is 1034 Chesapeake Drive, Havre de Grace MD 21078 being of full legal age, due hereby associate myself with the intention of forming a Corporation under and by virtue of the Corporation laws of the State of Maryland, authorizing the formation of Corporations.

ARTICLE I - NAME

The name of the Corporation (which is hereinafter called Corporation), is: GREAT ADDITIONS, INC.

ARTICLE II - TYPE

The Corporation shall be a close corporation as authorized by Title IV of the General Corporation Law of Maryland.

ARTICLE III - PURPOSE

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

1) To obtain and develop any sensible business venture and to acquire any real estate or interest of rights therein or appurtenant thereto and any and all personal property in connection therewith;

2) To improve, manage, operate, sell, mortgage or lease any real property and any personal property;

3) To borrow and issue evidence of indebtedness and furtherances of any and all of the objects of its business and to secure the same by mortgage, deed of trust, pledge, or other lien;

4) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation;

5) To engage in any other related business actions which are allowed under General Corporation Laws of Maryland, and may be conveniently conducted in conjunction with any business of this Corporation.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland shall be maintained at 1105 Church Street, Hagerstown, MD 21740 which address shall also be the Post Office address of this Corporation. The Resident Agent of this Corporation is Nancy Hellane, whose Post Office address is 1105 Church Street, Hagerstown, MD 21740 and who is a citizen of the State of Maryland and resides therein.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

73318222

APPROVED FOR RECORD

11-30-88 GJC

ARTICLE V - DIRECTORS

This Corporation shall have three Directors who shall be Nancy Hellane, Patrice M. Snapp and J. Vincent Hellane Jr, who shall be until the first annual meeting of the Corporation, or until their successors are duly chosen and qualified.

ARTICLE VI - CAPITAL STOCK

The total amount of the authorized stock of this Corporation is 100 shares of common stock with no-par value.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time for shares of its stock without par value, of any class for such consideration as such Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations, of any as may be set forth in the by-laws of this Corporation.

The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law or by two-thirds (2/3) vote of all stockholders at such time as any amendment is proposed, except where this conflicts with C&A-504.

ARTICLE VII - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of October, 1987.

Witness as to all:

Nancy M. Blackburn J. Vincent Hellane Jr.  
J. Vincent Hellane Jr.

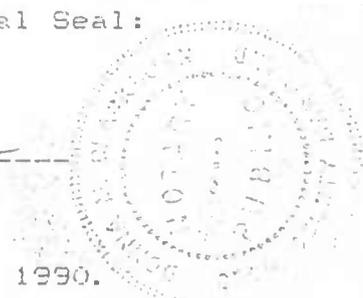
STATE OF MARYLAND:

COUNTY OF CECIL:

I HEREBY CERTIFY, that on this 22nd day of October 1987, before me the subscriber, a Notary Public in and for the State and County aforesaid personally appeared J. Vincent Hellane Jr and acknowledged the foregoing Articles of Incorporation to be his respective act and deed.

AS WITNESS my hand and Notarial Seal:

Nancy M. Blackburn  
NOTARY PUBLIC



My commission expires July 1, 1990.

1987 OCT 27 P 9 5



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

689

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, and Name Change (New Name). Rows include fees for Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Cert. of Conveyance, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standings, Foreign Corporation Registration, Limited Part. Good Standings, Financial, Personal Property Reports and late filing penalties, Other.

TOTAL FEES 40 Check Cash Documents on checks

APPROVED BY: J.M.T.

Code ATTENTION: MAIL TO ADDRESS: Elkton Book Keeping & Tax Service, Inc. 111 W. Main St. Elkton, Md. 21921

NOTE:

ARTICLES OF INCORPORATION  
OF  
GREAT ADDITIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **NOVEMBER 27, 1987** AT **9:59** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

*5.00*  
\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2457182

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
ELKTON BOOKKEPPING & TAX  
SERVICE, INC.  
111 W. MAIN ST.  
ELKTON,

MD 21921

105C3010125

A 248112



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2571 0738

RECEIVED FOR RECORD ON APRIL 13, 1988 at 10:39 A.M.  
CORPORATION LIBER 38

RECORD 5.00  
A 2948CHCK 5.00  
01988 4-13A10:39

ARTICLES OF AMENDMENT

FOR

AMERICAN MOULDING, INC.

11-23-87

8:52  
9

American Moulding, Inc., a Maryland corporation, having its principal office at P.O. Box 1248, Hagerstown, Washington County, Maryland 21740, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as "Department") that:

FIRST: The Charter, and the subsequently filed Articles of Amendment, are hereby amended by striking, in its entirety, Article FIFTH and substituting in lieu thereof, the following:

"FIFTH: The Capital Stock of the Corporation shall consist of 200,000 shares of Common Stock, each having a par value of \$10.00 per share. The aggregate par value of all shares of all stock of this Corporation shall be Two Million Dollars (\$2,000,000.00)."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advise the foregoing amendments by written informal action, unanimously taken by the Stockholders of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approve said amendment.

THIRD: The manner and basis of implementing the amendments affected by these Articles shall be as follows:

1. All holders of Class C Stock shall surrender their certificates to the Corporation and shall be issued shares of Class A Stock at a ratio of 40 shares of Class C Stock to 1 share of Class A Stock. All holders of Class B stock shall surrender them to the Corporation and shall be issued shares of Class A Stock at a ratio of 1 share of Class A Stock for 1 share of Class B Stock. There are no holders of Class D. The Class A Common Stock shall automatically be converted into the sole Common Stock of the Corporation.

1987 NOV 23 P 8:52

73278008

IN WITNESS WHEREOF, American Moulding, Inc. has caused these presents to be signed its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 30 day of October, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of American Moulding, Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and all material respects to the best of his knowledge, information and belief.

ATTEST AS TO CORPORATE SEAL: AMERICAN MOULDING, INC.

*Earl E. Brian*

Secretary

*Eric G. [Signature]*

President





DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

# D0361824 P.A.      Religious      Close       Stock      Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Urner, McGroary, Nairn, et al  
100 W. Washington St  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES

20

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF AMENDMENT  
OF  
AMERICAN MOULDING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND NOVEMBER 23, 1987 AT 8:52 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_

RECORDING  
FEE PAID.

\$ 5.00  
20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D0361824

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
URNER, MCGRORY, NAIRN, ET.AL.  
100 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

105C3010147

A 248130



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

270 2785

**MONGAN'S ELECTRICAL SERVICE, INC.**  
**(A Close Corporation)**

**ARTICLES OF INCORPORATION**

RECORD 5.00  
 A 2949CHCK 5.00  
 01988 4-13A10:39

FIRST: I, SCOTT L. SCHUBEL, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is **MONGAN'S ELECTRICAL SERVICE, INC.**

THIRD: The purposes for which the Corporation in formed are:

- (1) To operate an electrical service.
- (2) To do anything permitting by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 5, Box 339, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Clyde E. Mongan, Route 5, Box 399, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SEARCHED

73368014

12-2-87

9:09

272 1372

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The Corporation shall have no Board of Directors. Gregory L. Smith shall act as director until the organizational meeting.

SEVENTH: Except as may otherwise be provided by the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

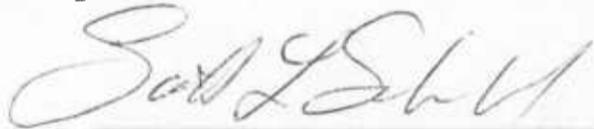
EIGHTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of November, 1987, and I acknowledge the same to be my act.



\_\_\_\_\_  
Scott L. Schubel  
Incorporator

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 7th day of November, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Feather  
Notary Public



My Commission Expires:  
7-1-90



DOCUMENT CODE 020

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u> Penalty
56	_____	_____
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_  
Wachs, Boone And Bannon P.L.  
138 West Washington St.  
Hagerstown, Md. 21740-4769

NOTE: \_\_\_\_\_

TOTAL FEES

50

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
MONGAN'S ELECTRICAL SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **DECEMBER 2, 1987** AT **9:09** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2458719

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
WACHS, BOONE AND BANNON, P.A.  
138 WEST WASHINGTON ST.  
HAGERSTOWN MD 21740 4769

108C3010337

A 248212



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO 1372 1371

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2950CHCK 5.00  
01988 4-13A10:40

OF

NEWCO AVIATION CORP.

12-3-87

9:18a

*AP  
EB*

FIRST: I, the undersigned, ELIOT L. LIEBERMAN, whose post office address is 9207 Old Georgetown Road, Bethesda, Maryland 20814, being at least eighteen years of age, do hereby act as incorporator with the intention of forming a closely-held corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

NEWCO AVIATION CORP.

THIRD: The purposes for which the Corporation is formed are as follows:

To engage in the business of servicing airplanes and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is Mr. Barry Newman, c/o Newco Aviation Corp., c/o Newman Aviation Corp., c/o Henson Aviation Corp., Washington County Airport, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Eliot L. Lieberman, 9207 Old Georgetown Road, Bethesda, Maryland 20814. Said resident agent is an individual actually residing in this state.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000,000 shares of common stock, each share with a par value of \$0.001.

SIXTH: The number of Directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name of the Director who shall act until the first annual meeting, or until his successors are duly chosen and qualify, is:

BARRY NEWMAN

81 6 WV E- 030 1861

78378310 372 1746

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and of the Directors and Stockholders:

- 1) The Board of Directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.
- 2) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized. The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27<sup>th</sup> day of November, 1987, and I acknowledge the same to be my act.

Elena Torres  
WITNESS

Eliot L. Lieberman  
ELIOT L. LIEBERMAN



DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>21</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>27</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Att: Elena Torres  
Holdmann & Lieberman  
9207 Old Georgetown Rd  
Bethesda, Md 20814

NOTE: \_\_\_\_\_

TOTAL FEES 49

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
NEWCO AVIATION CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **DECEMBER 3, 1987** AT **9:18** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 21.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2459287

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
ELICT L. LIEBERMAN  
ATTN: ELENA TORRIS  
9207 OLD GEORGETOWN ROAD  
BETHESDA MD 20814

108C3010394

A 248262



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2970 1745

RECORD 5.00  
A 2951CHK 5.00  
D1988 4-13A10:40

AMENDED ARTICLES OF INCORPORATION  
OF  
GO PUBLICATIONS, INC.

8:26

9

11/30/87

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby submit amended Articles of Incorporation for Go Publications, Inc. pursuant to the Code of Maryland, Corporations and Associations Article Section 2-603. No stock of the corporation is outstanding or subscribed for entitled to vote on this charter amendment and the organizational meeting of said Corporation has not yet taken place.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is GO PUBLICATIONS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To provide regular publication and distribution of magazines, pamphlets, souvenirs and related items.

To own and lease real estate.

The draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects of business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the Corporation is P. O. Box 2603, Hagerstown, Maryland, 21741. The principal office of the Corporation is 111 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this state are Robert O'Connor, 1301 Woodland Way, Hagerstown, Maryland, 21740.

1987 NOV 30 P 8:26

2972 21

73348053

Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares, of the par value of \$10.00 per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Robert O'Connor, Terry W. Hepburn and Gerald Spessard.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Amended ARTicles of Incorporation on this 25 day of November, 1987.

WITNESS:

Joanne Snyder Howard W. Gilbert, Jr. (SEAL)  
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 25 day of November, 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Howard W. Gilbert, Jr. who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Official Notarial Seal.

Joanne Snyder  
Notary Public

My Commission Expires: July 1, 1990

272 2222



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

707

DOCUMENT CODE 10 BUSINESS CODE 03 COUNTY 71

# D2446268 P.A.      Religious      Close       Stock      Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Mackley, Gilbert & Marks  
35 E. Washington St.  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES 28

Check \_\_\_\_\_ Cash  
1 Documents on 2 checks (26.00 + 2.00)

APPROVED BY: RMT

AMENDED ARTICLES OF INCORPORATION  
OF  
GO PUBLICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **NOVEMBER 30, 1987** AT **8:26** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 5.00  
20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2446268

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED APR 15 1988**  
**MACKLEY, GILBERT & MARKS**  
**35 E. WASHINGTON STREET**  
**HAGERSTOWN MD 21740**

108C3010483

A 248341



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO: **200 220**

9

A. E. Sweeney Masonry Inc.  
720 Chestnut St.  
Hagerstown, Md. 21740

RECORD 5.00  
A 2952CHCK 5:00  
01988 4-13A10:40

First: The name of the corporation at the time the charter was forfeited was A. E. Sweeney Masonry, Inc.

Second: The name which the corporation will use after the revival is A. E. Sweeney Masonry, Inc.

Third: The name and address of the resident agent are Arthur E. Sweeney, of 720 Chestnut St. Hagerstown, Md. 21740

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- a.) Paid all fees required by law;
- b.) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- c.) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is 720 Chestnut St. Hagerstown, Md.

(B) Execution of Articles of Revival

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

No. 10/29/87 8/29

Arthur E. Sweeney 73345952  
Last Acting President

Christine A. Sweeney  
Last Acting Secretary

1987 OCT 29 A 8: ✓



STATE DEPARTMENT OF ASSOCIATIONS AND CHARITIES

RECORDED 297 2669

11-30-87 8:26

A. E. Sweeney Masonry Inc.  
720 Chestnut St.  
Hagerstown, Md. 21740

State Department of Assessments  
and Taxation  
301 West Preston Street  
Baltimore, Maryland 21201

October 22, 1987

I Arthur E. Sweeney, President of A.E. Sweeney Masonry Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Arthur E. Sweeney  
Arthur E. Sweeney

I hereby certify that on October 26, 1987 before me , the subscriber, a notary public of the State of Maryland, in and for Washington County personally appeared for Arthur E. Sweeney and made oath under the penalties of perjury that the matters and facts set forth in the affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Mary M. Garman

My Commission expires July 1, 1990



273 2670



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

711

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 71

# D1382316 P.A.  Religious  Close   Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
79	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

A.E. Sweeney Masonry, Inc  
720 Chestnut St.  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES 50  
 Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

THE ARTICLES OF REVIVAL  
OF  
A. E. SWEENEY MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND **NOVEMBER 30, 1987** AT **8:26** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID *5.00*

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00

\$ 30.00

D1382316

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
A. E. SWEENEY MASONRY, INC.  
720 CHESTNUT STREET  
HAGERSTOWN MD 21740

108C3010512

A 248370



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2973 2668

## ARTICLES OF INCORPORATION

12-10-87  
 FIRST: I, Roger Schlossberg, whose post office address is 134 Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

RECORD  
 5.00  
 5.00  
 4-13A1D:41

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is VAIA INDUSTRIES, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of the repair and maintenance of elevator equipment; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 907 Maryland Avenue, Hagerstown, MD 21741-1321. The name and post office address of the Resident Agent of the Corporation in this State is James Michael Vaia, 907 Maryland Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

James Michael Vaia

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of

78845290 2375 2412

its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

8th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of December, 1987, and I acknowledge the same to be my voluntary act and deed.

Carolyn D. Spigel  
Witness

[Signature] (SEAL)  
Roger Schlossberg



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 R BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Roger Schlossberg  
134 W. Washington St  
Hagerstown, Md  
21740

TOTAL FEES 40

NOTE: \_\_\_\_\_

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
VAIA INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 10, 1987 AT 9:16 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND  
CAPITALIZATION FEE PAID:  
\$ 20.00

RECORDING  
FEE PAID: 5.00  
\$ 20.00

SPECIAL  
FEE PAID:  
\$ \_\_\_\_\_

D2462638

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
ROGER SCHLOSSBERG  
134 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

112C3010917

A 248736



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2575 2412

718

RECEIVED FOR RECORD ON APRIL 13, 1988 at  
10:41 A.M. CORPORATION LIBER 38

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD  
12/10/87 at 10:27 .m.

ARTICLES OF INCORPORATION

of

" BAY COUNTRY DEVELOPERS, Inc."

RECORD 5.00  
A 2954CHCK 5.00  
01988 4-13A10:41

FIRST: I, Al Yoviene, whose post office address is P.O. Box 160  
St. Michaels, Md. 21663 being at least 18 years of age, am hereby forming  
a corporation under and by virtue of the General Laws of the State of  
Maryland.

SECOND: The name of the corporation (which is hereafter referred to as  
the "Corporation") is " BAY COUNTRY DEVELOPERS, Inc."

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the Real Estate business; and to engage in any other  
lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and  
Association Article of the Maryland Annotated Code, as amended from time to  
time.

FOURTH: The post office address of the principal office of the  
Corporation in this State is, 3 Quailsar Road, Easton, Md. 21601.  
The name and post office address of the Resident Agent of the Corporation in  
this State is, Al Yoviene, 3 Quailsar Road, Easton, Md. 21601. Said  
Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the  
Corporation has authority to issue is Four thousand ~~54,000~~ share of Common  
Stock, without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three  
(3), which number may be increased pursuant to the By-Laws of the

2975 0679

73458041

Corporation but shall never be less than the number of stockholders of the Corporation. The name of the directors who shall act until the first annual meeting or until their successor are duly chosen and qualified are:

Elizabeth B. Clark

Rebecca A. Riggs

Al Yoviene

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Articles of Incorporation of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

235 0680

EIGHTH :

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation) by reason of the fact that he is or was such a director or officer or any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director of, officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the

21 0681

Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (1) or (2) of this Article Eighth or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article Eighth.

(4) Any indemnification under paragraphs (1) or (2) of this Article Eighth (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (1) or (2) of this Article Eighth. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the

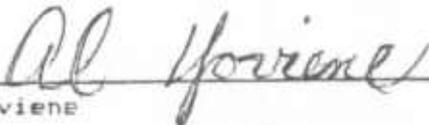
Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in Section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article Eight shall not be deemed exclusive of any rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the personal representatives and assigns of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1 st day of December, 87 and acknowledge same to be my act.

  
Al Yoviene

2975 083



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

723

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Bob Dintley</u>
600	_____	Personal Property Reports and late filing penalties	<u>al Yoviene</u>
	_____	Other	<u>P.O. Box 160</u>
	_____	Other	<u>St. Michaels, Md</u>

TOTAL FEES 40  Check \_\_\_\_\_ Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

MAIL TO ADDRESS: \_\_\_\_\_  
Bob Dintley  
al Yoviene  
P.O. Box 160  
St. Michaels, Md  
NOTE: 21663

ARTICLES OF INCORPORATION  
OF  
BAY COUNTRY DEVELOPERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 10, 1987 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$

D2463008

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
AL YOVINE  
P. O. BOX 160  
ST. MICHAELS

MD 21663

113C3010994

A 248808



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER FOLIO  
1977 0878

12-08-87 8:53

RECORD 5.00  
A 2955CHCK 5.00  
01988 4-13A10:41

ARTICLES OF INCORPORATION  
1987 NOV 30 AM 8:37

OF

Kenmar Associates, Inc.

(a close Corporation under CA 4-202)

FIRST: We, Kenneth F. Butler and Alice M. Butler, whose post office address is 311 Coffman Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Kenmar Associates, Inc.

THIRD: The purposes for which the Corporation is formed:

(1) To engage in the business of acquisition and management of Real Estate and Engineering and Quality Systems Management and Evaluation.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The Corporation shall be a close corporation as authorized by CA 4-202 of the General Corporation Law of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this State is 311 Coffman Avenue, Hagerstown, Maryland 21740 and post office address of the Resident Agent of the Corporation in this State is Kenneth F. Butler, 311 Coffman Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without par value.

7323850

SEVENTH: The number of directors of the Corporation shall be two (2) which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), provided that:

(1) if there is not stock outstanding, the number of directors may be less than two, but not less than one; and

(2) if there is stock outstanding and so long as there are less than two stockholders, the number of directors may be less than two, but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Kenneth F. Butler

Alice M. Butler

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects from time to time before issuance of such shares, the preferences, right voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversation rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock

of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

TENTH: (1) As used in this Article Tenth, any word or words that are defined in Section 2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify as present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by an in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate repre-

sentative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 day of November, 1987, and I acknowledge the same to be my act.

WITNESS:

<u>Jean L. Johnston</u> (SEAL);	<u>Kenneth F. Butler</u> (SEAL)
	Kenneth F. Butler
<u>Jean L. Johnston</u> (SEAL);	<u>Alice M. Butler</u> (SEAL)
	Alice M. Butler



STATE OF MARYLAND

## State Department of Assessments and Taxation

General Business Director

RE: Kenmar Associates, Inc.

We are returning your Articles of Incorporation for the following reason(s):

- The name is misleadingly similar to an existing corporation or limited partnership namely: \_\_\_\_\_.
- The name is acceptable only with a letter of consent from the existing corporation or limited partnership. (See copy of index card showing name and address which is attached)
- The name is already reserved. (See copy of reservation record attached)
- The corporate name must contain one of the following words or an acceptable abbreviation: "Corporation, Company, Incorporated, or Limited."
- The exact corporate name must appear in precisely the same manner (including punctuation, spelling, abbreviation, spacing, capitalization etc.) throughout the document. In this case, \_\_\_\_\_.
- The Articles must include the principal office address in the State of Maryland. (A street and number are required. A post office box is unacceptable)
- The Articles must name the resident agent and resident agent's address in the State of Maryland. (The address must include a street and number. A post office box is unacceptable. A resident agent must be a citizen of Maryland or a Maryland corporation and not the corporation being formed.)
- The total cost to file your Articles with \_\_\_\_\_ certified copies is \$\_\_\_\_\_. This includes a recording fee of \$\_\_\_\_\_ for \_\_\_\_\_ pages, an organization & capitalization fee of \$\_\_\_\_\_ on \_\_\_\_\_ shares of stock at \_\_\_\_\_ par value; and \$\_\_\_\_\_ for the certified copies.
- The fee for certified copies includes a \$6.00 certification fee for the first copy and \$1.00 for each additional copy plus \$1.00 per page to make each copy. (The Dept. cannot certify copies of documents submitted by the public.) (The Dept. cannot accept overpayments or make refunds.)
- The \_\_\_\_\_ has not been signed.
- The Articles must have the original signatures of the incorporators. (Copies of signatures are unacceptable)
- In lieu of an acknowledgement before a notary, the following language is required:
- \_\_\_\_\_ In Witness Whereof, I have signed these articles and acknowledge same to be my act; or
- \_\_\_\_\_ In Witness Whereof, We have signed these articles and severally acknowledge same to be our act.
- The Articles should be signed only by the incorporators named in Article \_\_\_\_\_.
- The Articles must indicate the number of directors.
- The Articles must indicate the name(s) of the initial director(s).
- The Articles must state that each incorporator is at least 18 years of age.
- The Articles fail to deal with the matter of stock. If this is to be a nonstock corporation, the Articles must include a specific provision that "the corporation is not authorized to issue capital stock." Otherwise, the document must give the number of shares of stock the corporation is authorized to issue as well as the par value of each share.
- The Articles must have (4) trustees who sign and acknowledge the Articles.

378 0778

OVER)

As the stock is divided into classes, a description of each class including any preferences, conversion and other rights, must be provided in the articles.

The Articles must include the time and manner for election and succession of trustees.

The Articles must include the exact qualifications of individuals eligible to vote at elections and be elected to office.

The Articles must include a statement that the corporation shall have at least (4) stockholders.

A certificate of authorization of name from the appropriate licensing unit must accompany the Articles.

The name of the corporation must include one of the following words or abbreviations: "Chartered, Professional Association, P.A., Professional Corporation, or P.C."

The purpose clause of the Articles does not reflect a personal service to the public which requires a license for its performance or a service which a corporation was not legally permitted to perform before July 1, 1969.

If this is to be a close corporation, clear reference to this fact must be stated at the head of the document.

A close corporation must have at least one director until the election to have no board of directors becomes effective.

As this is to be a close corporation, Article \_\_\_\_\_ conflicts with:

\_\_\_\_\_ CA §4-502 prohibiting the issuance of securities convertible; and

\_\_\_\_\_ CA §4-504, which provides for unanimous stockholder approval in certain instances.

The document is too light to microfilm, Please submit a darker original.

The document must be typed.

The document does not meet the requirements of state law. Enclosed is a guide to assist you in drafting the document in accordance with the laws of Maryland.

✓ The fee, \$ 40.00, was not received with the document.

Even though otherwise in order, the Articles are being returned because the filing fees were included in the same check as those of another document which is defective and must be returned.

The reference to a trade name, d.b.a. or fictitious name must be deleted. A separate filing of such a name with a circuit court under Art. 2 §18 is needed to accomplish this.

OTHER:

DATE Nov. 30, 1987

Joyce M. Thompson

Joyce M. Thompson  
Legal Officer

PHONE 301-225-1340



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

731

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	Limited Part. Good Standings
600	_____	Financial
_____	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Kenmar Associates  
311 Coffman Ave  
Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
KENMAR ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 8, 1987 AT 8:53 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2463115

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
KENMAR ASSOCIATES  
311 COFFMAN AVENUE  
HAGERSTOWN

MAILED APR 15 1988

MD 21740

113C3011005

A 248819



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

157 777

733

LINCOLN COMPUTER PRODUCTS INC.

AMENDED

1987 DEC -8 A 8:19

12-8-87

8790 ARTICLES OF INCORPORATION  
(Per Section 2-603)

RECORD 5.00  
A 2956CHCK 5.00  
01988 4-13A10:41

FIRST: I, Rick L. Hemphill, being the sole incorporator of Lincoln Computer Products Inc., whose post office address is 305 Bentley Court, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby EXECUTE & FILE AMENDED ARTICLES OF INCORPORATION PURSUANT TO SECTION 2-603(b) of the annotated code of Maryland under and by virtue of the General Laws of the State of Maryland. There being no stock outstanding or subscribed for and there not having had a organizational meeting of the board of directors. These Articles are intended to take the place of the originally filed Articles of Incorporation as per Section 2-603(b)(2).

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Lincoln Computer Products, Inc.

THIRD: The corporation shall be a close corporation as authorized by TITLE 4.

FOURTH: The purposes for which the Corporation is formed are:

(1) To conduct a business providing instructional training services, consultation and direct assistance utilizing, creating & licensing custom computer programming and software, and the Retail sales of Computers, Computer products, supplies & peripherals etc. in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 305 Bentley Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Rick L. Hemphill, 305 Bentley Court, Hagerstown, Maryland 21740. Said Resident Agent is actually residing in the State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of common stock, with a no par value per share all of one class.

73428110

1987 12 08 0873

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) directors whose name is Rick L. Hemphill.

EIGHTH: The following provisions are hereby adopted for the puposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by the reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by the inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: Except as may otherwise be provided by the Board of Directors of the Corporation, all holders of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in

2075 0975  
2375 0379

connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

ELEVENTH: The Duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation the 04 day of December, 1987, and We acknowledge the same to be our act.

WITNESS:

*Susan K. Souder*

*Ricki L. Hemphill*  
Ricki L. Hemphill

873 0980

237503474



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 10 9 BUSINESS CODE 03 COUNTY 71

# 192425080 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	Change of Name
50	_____	Cert. of Qual. or Reg.	Change of Principal Office
51	_____	Foreign Name Registration	Change of Resident Agent
13	_____	Certified Copy _____	Change of Resident Agent Address
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
73	_____	Cert. of Conveyance	_____
75	_____	Special Fee	_____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standings	_____
NA	_____	Foreign Corporation Registration	_____
37	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Rickie Hemphill</u>
600	_____	Personal Property Reports and late filing penalties	<u>305 Bentley Court</u>
	_____	Other _____	<u>Hagerstown, Md</u>
	_____	Other _____	<u>21740</u>

TOTAL FEES 20

Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE:

AMENDED ARTICLES OF INCORPORATION  
OF  
LINCOLN COMPUTER PRODUCTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 8, 1987 AT 8:19 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID: 5.00

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2425080

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
RICK HEMPHILL  
305 BENTLEY COURT  
HAGERSTOWN

MAILED APR 15 1988

MD 21740

113C3011036

A 248850



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2975 977

738

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

THOMAS TRUCKING INC., A MARYLAND CORPORATION 12/7/87 at 2:10 .m.  
HAVING ITS

PRINCIPAL OFFICE IN WASHINGTON COUNTY, MARYLAND; HEREBY CERTIFIES  
TO THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND  
THAT:

FIRST: THE CHARTER OF THE CORPORATION IS HEREBY AMENDED BY  
STRIKING OUT THE SECOND ARTICLE AND INSERTING IN LIEU THEREOF THE  
FOLLOWING:

THE NAME OF THE CORPORATION (WHICH IS HEREAFTER  
REFERRED TO AS THE "CORPORATION") IS THOMAS  
TRUCKING, INC. THE CORPORATION SHALL BE A CLOSE  
CORPORATION AS AUTHORIZED BY TITLE 4.

RECORD 5.00  
A 2957CHCK 5.00  
01988 4-13A10:42

SECOND: THE AMENDMENT OF THE CHARTER OF THE CORPORATION AS  
HEREINABOVE SET FORTH HAS BEEN DULY ADVISED BY THE BOARD OF DI-  
RECTORS AND APPROVED BY THE STOCKHOLDERS OF THE CORPORATION.

IN WITNESS WHEREOF: THOMAS TRUCKING, INC. HAS CAUSED THESE  
PRESENTS TO BE SIGNED IN ITS NAME AND ON ITS BEHALF BY ITS PRESI-  
DENT AND ATTESTED BY ITS SECRETARY ON DECEMBER 1, 1987.

ATTEST:

Leonard C. Thomas  
LEONARD C. THOMAS  
PRESIDENT

Roberta A. Thomas  
ROBERTA A. THOMAS  
SECRETARY

THE UNDERSIGNED, PRESIDENT OF THOMAS TRUCKING, INC., WHO  
EXECUTED ON BEHALF OF SAID CORPORATION, THE FOREGOING ARTICLES OF  
AMENDMENT, OF WHICH THIS CERTIFICATE IS MADE A PART, HEREBY  
ACKNOWLEDGES, IN THE NAME AND ON BEHALF OF SAID CORPORATION, THE  
FOREGOING ARTICLES OF AMENDMENT TO BE THE CORPORATE ACT OF SAID  
CORPORATION AND FURTHER CERTIFIES THAT, TO THE BEST OF HIS KNOW-  
LEDGE, INFORMATION AND BELIEF, THE MATTERS AND FACTS SET FORTH  
THEREIN WITH RESPECT TO THE APPROVAL THEREOF ARE TRUE IN ALL  
MATERIAL RESPECTS, UNDER THE PENALTIES OF PERJURY.

Leonard C. Thomas  
LEONARD C. THOMAS  
PRESIDENT

1987 DEC -7 P 2:10

207025102

2976 0568



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

739

DOCUMENT CODE 209 8 BUSINESS CODE \_\_\_\_\_ COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Timothy Davis</u>
600	_____	Personal Property Reports and late filing penalties	<u>1023-A Maryland Ave</u>
	_____	Other _____	<u>Hagerstown, MD</u>
	_____	Other _____	<u>21740</u>

TOTAL FEES 20  Check \_\_\_\_\_ Cash \_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: PCM

NOTE: Change to a Close corp.

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ARTICLES OF AMENDMENT  
OF  
THOMAS TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 7, 1987 AT 2:10 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2254571

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
TIMOTHY DAVIS  
1023-A MARYLAND AVENUE  
HAGERSTOWN MD 21740

114C3011136

A 248949



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1979 0567

THE POTOMAC EDISON COMPANY

ARTICLES OF AMENDMENT

12-10-87 9:25a

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on Downsville Pike, Hagerstown, County of Washington, State of Maryland, and having its registered office in the Commonwealth of Virginia at 208 South Loudoun Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

First: The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated June 20, 1985, of the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974, and inserting in lieu thereof the following:

V.

The total amount of the authorized capital stock of the Corporation is 21,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value, issuable in one or more series as provided in Article VI hereof) and 16,000,000 shares without nominal or par value are Common Stock.

RECORD 5.00  
A 2958CHCK 5.00  
01988 4-13A10:4

Second: The Board of Directors of the Corporation on June 4, 1987, at a meeting duly convened and held, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and in the best interests of the Corporation and directing that it be submitted for action thereon to the stockholders of the Corporation.

Third: That by Waiver and Consent in writing dated the 23rd day of November, 1987, Allegheny Power System, Inc., the holder of all 13,385,000 outstanding shares of Common Stock of the Corporation, being all of the shares that would have been entitled to vote upon the aforesaid amendment, did waive the holding of a stockholders meeting for the purpose of voting upon said amendment and consented and agreed, by a vote of 13,385,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 872,310 outstanding shares of Cumulative Preferred Stock were not entitled to vote on the amendment.

Fourth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved and adopted by the stockholders of the Corporation.

Fifth: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized was 18,850,000 shares, of which 5,450,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 13,400,000 shares without nominal or par value were Common Stock.

1987 DEC 10 A 9:25  
73448316

AA5/ARTAMEND

2976 0621

(b) The total number of shares of all classes of stock of the Corporation as increased is 21,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 16,000,000 shares without nominal or par value are Common Stock.

(c) The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of stock of the Corporation as increased are as set forth in the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974.

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on December 7, 1987.

THE POTOMAC EDISON COMPANY

By Paul M. Hartz  
Vice President

(SEAL)

Attest:

William H. McMillan  
Secretary

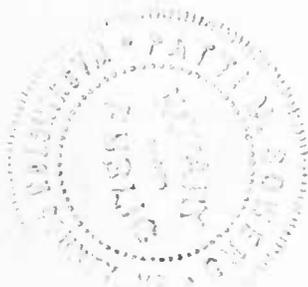
STATE OF MARYLAND )  
 ) ss:  
COUNTY OF WASHINGTON )

I HEREBY CERTIFY that on December 7, 1987, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Paul M. Horst, Jr., of The Potomac Edison Company, a Maryland and a Virginia corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared William H. MacMullen and made oath in due form of law that he is Secretary of said corporation and that the amendment of the Charter of the corporation therein set forth was approved and adopted by a consent in writing signed by all the stockholders entitled to vote on the subject matter thereof, that there are no stockholders entitled to a notice of meeting of stockholders who are not entitled to vote thereat, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the date and year last above written.

(NOTARIAL SEAL)

Patt. M. Sowers  
Notary Public  
My commission expires July 1, 1990





STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 09 8 BUSINESS CODE 27 COUNTY 71

# 190515080 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>1040</u>	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>45</u>	<u>10</u> Certified Copy <u>30P</u> Penalty
56		
54		For. Supplemental Cert.
73		Cert. of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

William Mac Mullen

The Potomac Edison Company

Downsville Pike

Hagerstown, Md 21740

TOTAL FEES 1105

Check  Cash

Documents on \_\_\_\_\_ checks

NOTE: \_\_\_\_\_

APPROVED BY: [Signature]

\*\*\*\*\*  
ARTICLES OF AMENDMENT  
OF  
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 10, 1987 AT 9:25 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 1,040.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

00515080

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
WILLIAM MAC MULLEN  
THE POTOMAC EDISON COMPANY  
DOWNSVILLE PIKE  
HAGERSTOWN

MD 21740

11403011148

A 248961



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

746

ARTICLES OF INCORPORATION  
OF  
PROJECT CONSULTANTS, INC.

RECORD 5.50  
A 2959CHCK 5.50  
01988 4-13A10:43

90

12-9-87 11:58u

I, the undersigned, Robert B. Scarlett, a citizen of the State of Maryland, over eighteen years of age, whose address is Suite 430, 10 North Calvert Street, Baltimore, Maryland 21202, hereby express my intent to form a corporation under and by virtue of the general laws of the State of Maryland.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is:

PROJECT CONSULTANTS, INC.

SECOND: The purposes for which the Corporation is formed are as follows:

To provide investment and project consulting services.

As principal, agent, or otherwise, to buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, transfer or otherwise acquire, use and dipose of land, water rights, factories, warehouses, offices, buildings, shops, salesrooms, apparatus, materials, supplies and property both real and personal, wheresoever situated, and to exercise such rghts and privileges as may be requisite to carry out any or all of the foregoing purposes, and to construct, equip, lease, rent, hire and manage buildings and structures of every kind and description.

To carry on the business of warehousing and storing and all business incidental thereto, including the issuance of warehouse and storage receipts, negotiable or otherwise, and the making of advances

85:11W 6-330 1981

2375 1985

of loans of any kind, to manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description, and in any part of the world.

To acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of their corporation or this corporation, bonds, or otherwise; in any manner to hold or dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To acquire by subscription, purchase, exchange or otherwise, to hold as an investment or for any other purpose, to sell, exchange, pledge, mortgage, transfer or otherwise dispose of any bonds, notes, evidences, or indebtedness, shares of stock or other securities or obligations of any kind issued or created by any other corporation of any state, the District of Columbia, or territory of the United States or of any foreign country; and to aid in any manner any corporation whose securities or obligations are to be held, and to control or direct the operations of such corporations; and to do any act or thing designed to preserve, protect or improve the value of said securities and obligations; and while the holder of said securities of such corporation to exercise all the powers and privileges of ownership, including the power to

2876 1896

vote and to carry on all of the objects and exercise all of the powers provided by this paragraph as fully as a natural person might be legally entitled to do.

To apply for, purchase, or in any manner to acquire and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letter patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any or all of the shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other state, territory, country, nation or government, and while owner of said stock may exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, body politic, country, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidence of indebtedness,

2971 1897

whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

To conduct business in any of the States, in the District of Columbia and territories, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage and convey real and personal property, without limit as to the amount.

To purchase, hold and reissue any of the shares of its capital stock subject to the applicable laws of this jurisdiction.

In general, to carry on any other business in connection with the foregoing for itself, or for the account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of these, or any part thereof, or to enhance the value of its property, business or rights; and to have and exercise all the powers conferred by the laws of this jurisdiction upon corporations formed therein.

It is the intention that the objects, purposes and powers in these Articles of Incorporation expressed shall in no way be limited or restricted by reference to or inference from the clause of any other paragraph in these Articles, but that the objects, purposes and powers specified herein and in each of the clauses and paragraphs

1976 1003

of this charter shall be independent objects, purposes and powers. Further, the said corporation shall have, enjoy and exercise all of the powers and rights conferred by statute upon corporations, and the enumeration of specific powers in these Articles if made in furtherance and not in limitation of the powers conferred by law, and no restrictions upon any power is intended to be implied in such specification or from any expression of said sections.

THIRD: The post office address of the principal office of the Corporation is Route 1, Box-A19 Taylor Drive, Keedysville, Maryland 21229.

The Resident Agent of the Corporation is Stephen J. Cichelli, Route 1, Box-A19 Taylor Drive, Keedysville, Maryland 21229, a resident of the State of Maryland, who actually resides therein.

FOURTH: The Corporation shall have the authority to issue the following common stock, all of one class.

<u>Number of Shares</u>	<u>Par Value</u>
5,000	None

There shall be no preferences, qualifications, limitation, restrictions, nor special or relative rights in respect of the stock and there shall be no provisions limiting or denying to shareholders the preemption right to acquire additional shares of the Corporation.

FIFTH: The number of directors constituting the Board of Directors shall be one which number may be increased pursuant to the by-laws of the Corporation and the name of the director who shall act until the first meeting or until successors are duly elected and qualified is Robert B. Scarlett.

SIXTH: The duration of the Corporation shall be perpetual.

1975 1899

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 8<sup>th</sup> day of December, 1987.

WITNESS:

[Signature]

[Signature]  
Robert B. Scarlett

MARR & BENNETT  
Suite 430, 10 North Calvert Street  
Baltimore, Maryland 21202  
(301) 539-4250

STATE OF MARYLAND )  
                          ) to wit:  
BALTIMORE COUNTY )

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of December, 1987, before me, the subscriber, a Notary Public in and for the State of Maryland, County of Baltimore, personally appeared Robert B. Scarlett and he severally acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

[Signature]  
Notary Public  


My Commission expires: July 1, 1990

RBS FORMS 2/12

2976 1900



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 4 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Marr + Bennett  
10 N. Calvert St # 430  
Balt, Md 21202

TOTAL FEES 42

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
CF  
PROJECT CONSULTANTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 9, 1987 AT 11:58 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 22.00 <sup>5.50</sup>

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2465102

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988  
RETURN TO:  
MARR & BENNETT  
10 N. CALVERT ST., #430  
BALTIMORE MD 21202

116C3011328

A 249113



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2976 1894

754

RECORD 5.00  
A 2960CHCK 5.00  
01988 4-13A10:43

ARTICLES OF INCORPORATION

FIRST: I, Edward L. Kuczynski, whose address is 55 North Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is:

L.M. COOPER CONSTRUCTION, INC.

THIRD: The purposes for which the Corporation are formed are:

(1) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodelling, or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges, or manufacturing plant; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry, and earth construction, and to execute contracts or to receive assignments of contracts therefor, relating thereto; and also, to manufacture and furnish the building materials and supplies connected with; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 445, Henrietta Street, Smithsburg, Maryland 21783. The name and address of the Resident

REC'D DEC 14 A 8:37

12/14/87 8:38 A

731077  
2078 2006

Agent of the Corporation in this State is Leroy Michael Cooper, P.O. Box 445, Heniretta Street, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (\$10,000) shares of common stock, with par value of Ten Dollars (\$10.00) per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of directors may not be less than one; and

(2) If there is a stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Leroy Michael Cooper

SEVENTH: The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or

securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

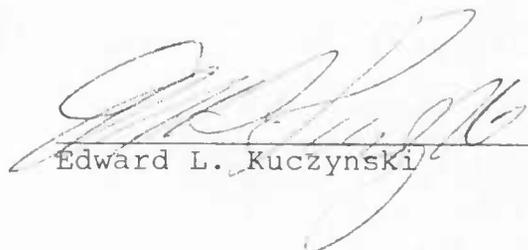
NINETH: (1) As used in this Article NINETH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than

a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11<sup>th</sup> day of December, 1987, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Edward L. Kuczynski



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 08 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>70</u>	Organ. & Capitalization
61	<u>70</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: Edward L. Kuczynski, Esq.

MAIL TO ADDRESS: Kuczynski + Kuczynski, P.A. Kuczynski Bldg. 55 N. Jonathan Street

NOTE: Hagerstown, MD 21740

TOTAL FEES 70.00

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks \_\_\_\_\_

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
L.M. COOPER CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 14, 1987 AT 8:38 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2465292

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
KUCZYNSKI & KUCZYNSKI, P.A.  
ATTN: EDWARD L. KUCZYNSKI, ESQ.  
55 N. JONATHAN STREET  
HAGERSTOWN MD 21740

116C3011347

A 249129



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2976 2005

(2/14/88) REC 14 A 8:30 8'38A

HOME TO HOME MOVING INC.

ARTICLES OF INCORPORATION

RECORD 5.00  
A 2961CHCK 5.00  
01988 4-13A10:44

A Statutory Close Corporation Under Title 4

FIRST: I, Carl V. Clark, whose post office address is 835 Rose Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the 'Corporation'), is Home to Home Moving, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the Corporation is formed are:

(1) To provide commercial and residential moving services including but not limited to packaging, loading, transporting, unloading, unpacking and insuring against damage for local and long distance moving.

(2) To do anything permitted by the Corporations and Associations Article Section 2-103 of the Maryland Code, as amended from time to time to the extent not inconsistent with Title 4 of said Article.

The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or businesses, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this state is 835 Rose Hill Avenue, Hagerstown, Maryland 21740. The resident agent is an individual actually residing in this state whose name and post office address is Carl V. Clark, 835 Rose Hill Avenue, Hagerstown, Maryland 217409.

SIXTH: The total number of shares of capital stock which

2975 2012  
73-33060

the Corporation has authority to issue is One Million (1,000,000) shares of common stock, with par value of Ten Cents (\$.10) per share all of one class and to the extent permitted under applicable Maryland Law One Million shares of preferred stock without par value. The aggregate par value of all shares of stock is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two directors whose names are Carl V. Clark and Marc A. Melcher.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act, this 30<sup>th</sup> day of NOVEMBER, 1987.

Marc A. Melcher  
WITNESS

Carl V. Clark  
Carl V. Clark



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02.03 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>2</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: Tod P. Salisbury, Esq.

MAIL TO ADDRESS: Salisbury  
+ Salisbury  
53 East Patrick  
Street  
Frederick, MD

TOTAL FEES 40.00  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

NOTE: 21701

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
HOME TO HOME MOVING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 14, 1987 AT 8:33 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2465300

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED APR 15 1988**  
SALISBURY & SALISBURY  
ATTN: TOD P. SALISBURY, ESQUIRE  
53 EAST PATRICK STREET  
FREDERICK MD 21701

116C3011348

A 249130



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

376 2011

FAIRHAVEN HOMES, INC.  
ARTICLES OF INCORPORATION

AK  
7/10

RECORD 5.00  
2962CHCK 5.00  
01988 4-13A10:44

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Fairhaven Homes, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To engage in general real estate development activities including but not limited to the establishment of retirement housing and all related activities.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 710 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Richard E. Shank, 710 Oak Hill Avenue, Hagerstown, Maryland 21740.

12/14/87 9:32A 2976 2585

Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Thirty Thousand (30,000) shares of common stock, no par value.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Chester H. Martin  
Esther M. Martin  
Richard E. Shank  
Julia M. Shank

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of

stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 9th day of December, 1987.

WITNESS:

*[Handwritten signature]*

*[Handwritten signature]*

E. Kenneth Grove, Jr.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

767

DOCUMENT CODE

02 B

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>120</u>	Organ. & Capitalization
61	<u>10</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Code \_\_\_\_\_

ATTENTION: Nancy C. Boyer

MAIL TO ADDRESS: Meyer + Young, P.A.  
P.O. Box 1267  
Hagerstown, MD  
21741-1267

NOTE:

TOTAL FEES

140.00

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: ML

ARTICLES OF INCORPORATION  
OF  
FAIRHAVEN HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 14, 1987 AT 9:32 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 120.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2466175

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
NANCY C. BOYER  
MEYERS & YOUNG P.A.  
P.O. BOX 1267  
HAGERSTOWN

MD 21741 1267

116C3011435

A 249198



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECORD 5.00  
A 29630CHK 5.00  
01988 4-13A10:44

TRADE FORMS & SUPPLY, INC.

A Maryland Close Corporation,  
Organized Pursuant to Title Four of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

12/15/87 9:11a

First: That the subscriber, John S. Trader, 2605 Lebeck Drive, Hagerstown, Maryland 21740, being of full legal age, does, under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, associate myself with the intention of forming a corporation.

Second: The name of the corporation is Trade Forms & Supply, Inc.

Third: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

Four: The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could, and in any part of the world, as principal, agent, contractor, trustees or otherwise, and either alone or in company with others, namely:

(a) To own, hold, operate, conduct and engage in the business of selling and dealing in business forms, office supplies, paper products, office equipment and generally to deal in any and all kinds of paper, pens and other kindred writing instruments.

(b) To manufacture, buy, sell, trade and deal in any and all kinds of printed matter, stationery, manifold forms, account registers business forms, records and books of account of any and every description.

(c) To acquire by purchase lease or otherwise, the property, rights, business, good will, franchises and assets of any kind of any corporation, association, firm or individual carrying on, in whole or in part, the aforesaid businesses, or either of them, or any other business, in whole or in part, that the corporation may be authorized to carry on and to undertake, guarantee and assume and pay the indebtedness and liabilities thereof, and to pay for any property, rights, business, good

1987 1042

7368104

11 6 A 51 030 1041

will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

(d) To carry on any other business, which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

(e) To issue shares of its stock in the manner permitted by law to raise money for any of the purposes of the corporation or in payment for property purchased on any other lawful condition.

(f) In general, to carry on any other business and to have and to exercise all the powers now or hereafter conferred by the laws of Maryland upon corporations formed under the general laws thereof.

Fifth: The post office address of the place in which the business office of the corporation in this state will be located is 2605 Lebeck Drive, Hagerstown, Maryland 21740.

The resident agent of the corporation is John S. Trader, 2605 Lebeck Drive, Hagerstown, Maryland 21740, said resident agent being a citizen of the State of Maryland and actually residing therein.

Sixth: The corporation shall have not less than three nor more than five directors and John S. Trader, Margaret Cushen Trader and Charles W. Trader, Sr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

The number of directors may be changed in such lawful manner as the by-laws may, from time to time, provide.

Seventh: The total number of shares of stock which the corporation has authority to issue is one thousand shares of the par value of One Hundred Dollars (\$100.00), per share, all of one class, and having an aggregate value of One Hundred Thousand Dollars (\$100,000.00).

Eighth: The following provisions are hereby adopted for the purpose of defining and regulating the powers of the corporation and of the directors and stockholders.

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class or classes, whether now or hereafter authorized.

(b) No contract or other transaction between the corporation or any other corporation, firm or individual, shall be affected or invalidated by the fact that any director or directors of the corporation is, or are, parties to or interested in such contract, act or transaction, or in any way connected with any such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved, in the absence of actual fraud, from any liability that may otherwise exist because of contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

(c) The corporation shall have the right to purchase or otherwise acquire shares of its own capital stock in the manner permitted by law, provided that it shall not use its funds or property for the purpose of its own shares of capital stock when such will cause any impairment of its capital and provided, further, that shares of its own capital stock belonging to it shall not be voted, directly or indirectly.

Ninth: The duration of the corporation shall be perpetual.

WITNESS:

James H. Leaven

John S. Troder (SEAL)  
John S. Troder

STATE OF MARYLAND, Washington COUNTY, to wit:

I hereby certify, that on this 10 day of December, 1987, before me, the subscriber, a Notary Public in and for the state and county aforesaid, personally appeared John S. Trader, the incorporator above mentioned and he severally acknowledged the foregoing Articles of Incorporation to be his respective act and deed and signed the same in my presence.

AS WITNESS my hand and notarial seal.

My Commission Expires: July 1, 1990

Betty F. Stevens  
Notary Public





STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

773

DOCUMENT CODE 021 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty _____
54	_____	For. Supplemental Cert. _____
73	_____	Cert. of Conveyance _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other _____
	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_  
Henry Walters  
111 Vine St  
Pocomoke City, Md  
21857

NOTE: \_\_\_\_\_

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
 Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
TRADE FORMS & SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 15, 1987 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2466381

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
HENRY WALTERS  
111 VINE ST.  
POCCOKE CITY

MAILED APR 15 1988

MD 21851

11703011507

A 247653



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS  
FOR DESIGNATION OR CHANGE OF  
RESIDENT AGENT AND/OR  
PRINCIPAL OFFICE

ST

SHOULD BE

RECORD .50  
RE-TAX RECORD .75  
A 2964CHK 1.25  
01988 4-13A10:45

I, Donald A. Herner do hereby certify

that I am the duly elected, qualified and acting secretary of  
Hoffman Milling Company, Inc., a corporation formed  
(Name of Corporation)

and existing under the laws of the State of Maryland  
by unanimous written consent of

and that ~~at a meeting of~~ the board of directors of said corporation,  
dated the ~~XXXXXX~~ 9th day of October, 1987, the following

resolution(s) was ~~(were)~~ adopted, which said resolution(s) remain(s)  
in full force and effect:

(USE the following resolutions in the case of change of  
resident agent and principal office; if only the resident  
agent or the principal office is changed, omit the first  
or second resolution as the case may be.)

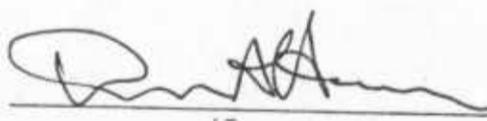
Inc., c/o

"RESOLVED that the resident agent of ~~the~~ corporation  
in the State of Maryland be and it hereby is changed to Harbor City Research,  
Kenneth R. Jordan, Jr., the ~~post office~~ address  
of which is 1 So. Calvert Plaza, Baltimore, MD 21202, 201 E Baltimore St./Ste. 530  
The said resident agent so designated is a corporation of the  
State of Maryland.

~~FURTHER RESOLUTIONS CONCERNING THE PRINCIPAL OFFICE OF THIS CORPORATION  
AND IT HEREBY IS CHANGED FROM  
XX  
XX  
XX  
XX~~

1981 DEC 15 A 8:07

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION



(Secretary)

Donald A. Herner

APPROVED FOR RECORD

12/17/87 at 8:04 A.m.

(CORPORATE SEAL)

73498024

(NOTE: Names must be typed under all signatures. Also, document must have backer setting forth the name and address of forwarding office to which certificate, receipt, acknowledgment or certified copies are to be returned.)



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE \_\_\_\_\_ BUSINESS CODE \_\_\_\_\_ COUNTY 9/

# 02215727 \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
53	_____	Foreign Corporation
70	<u>3.00</u>	<u>Records Fee</u>
75	<u>5.00</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

National Corporate Research, Inc.  
225 West 24th St. 1204  
New York, New York 10122

NOTE: \_\_\_\_\_

TOTAL FEES 38.00

\_\_\_\_\_ Check \_\_\_\_\_ Cash

\_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS  
OF  
HOFFMAN MILLING COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 15, 1987 AT 8:04 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 3.00

1.75  
1.50

SPECIAL  
FEE PAID:

\$ 5.00

D2215127

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
NATIONAL CORPORATE RESEARCH, LTD.  
225 W. 34TH STREET, SUITE 1204  
NEW YORK NY 10122

12103012108

A 249527



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2979 1763

MHIC 16417

778

# Roy C. Kline Contractors, Inc.

RECORD .50  
RECORD .75  
A 2965CHCK 1.25  
D1988 4-13A10:45

1016 SPRUCE STREET, HAGERSTOWN, MARYLAND 21740  
(301) 293-1830 or 797-9250

The Board of Directors of Roy C. Kline Contractors, Inc., a corporation organized in Maryland on March 1, 1987, duly approved a resolution as follows:

RESOLVED: That the principal office and address of the corporation is changed to 1016 Spruce Street.

*Hagerstown, Maryland 21740*

I, Robert W. Kline, Secretary, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

*Roy C. Kline*  
\_\_\_\_\_  
ROY C. KLINE - PRESIDENT

*11/12/87*  
\_\_\_\_\_  
DATE

*Robert W. Kline*  
\_\_\_\_\_  
ROBERT W. KLINE - SECRETARY

*11/12/87*  
\_\_\_\_\_  
DATE

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

73278397

APPROVED FOR RECORD

*11/23/87* at *9:30* a.m.

1987 NOV 23 P 9 37

1987



DOCUMENT CODE \_\_\_\_\_ BUSINESS CODE \_\_\_\_\_ COUNTY 21

# 01049008 \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
70	<u>3.00</u>	Recording Fee
83	<u>5.00</u>	Special Fee
84	_____	For. Limited Partnership Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standing
87	_____	Foreign Corporation Registration
71	_____	Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

*Raymond A. ...*  
*1016 ...*  
*...*

NOTE: \_\_\_\_\_

TOTAL FEES 8.00

1 Check \_\_\_\_\_ Cash

1 Documents on 1 checks

APPROVED BY: BMC

\*\*\*\*\*

CHANGE OF PRINCIPAL OFFICE  
OF  
ROY C. KLINE CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND NOVEMBER 23, 1987 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 3.00

SPECIAL  
FEE PAID:

\$ 5.00

D1949908

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
ROY C. KLINE CONTRACTORS, INC.  
1016 SPRUCE STREET  
HAGERSTOWN MD 21746

103C3013495

A 247398



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3871 103

ARTICLES OF INCORPORATION

RECORD 7.50  
A 2966CHCK 7.50  
01988 4-13A10:45

OF

*rec J*

ALLEN TELECOMMUNICATIONS, INCORPORATED

For the purpose of forming a stock corporation for one or more lawful purposes under provisions of the Corporation and Association Article of the Annotated Code of Maryland, (hereinafter sometimes referred to as the general law), the natural persons hereinafter named as the persons acting as the incorporators of said corporation do hereby adopt and sign the following Articles of Incorporation of the Corporation and do hereby acknowledge that their adoption and signing thereof are their first act:

FIRST:

(1) The names including the full given name of each incorporator are as follows:

- a. DR. WILLIAM E. ALLEN
- b. ROSIE ALLEN

(2) Said incorporators post office address, including the street number, the city and county are as follows:

- a. Dr. William E. Allen  
Rt. 1, Box 281C  
Sharpsburg, Maryland 21782  
Washington County
- b. Rosie Allen  
Rt. 1, Box 281C  
Sharpsburg, Maryland 21782  
Washington County

1987 APR 23 AM 9:27

7808210

12-28-87

9:27

2981 0191

(3) Each incorporator is at least eighteen (18) years of age.

(4) The said incorporators are forming the Corporation named in these Articles of Incorporation under the General Laws of the State of Maryland, including Subtitle 1 of Title 5 of the Corporations and Association Article of the Annotated Code of Maryland, as amended (the "Act").

SECOND:

The name of the Corporation, hereinafter called "the Corporation" is Allen Telecommunications, Incorporated

THIRD:

The period of duration of the Corporation shall be perpetual.

FOURTH:

The Corporation is formed for the following purposes:

a. To provide useful and valuable information to the public and to utilize educational materials in all their forms; to make contracts with persons or corporations to prepare, or secure to be prepared for them educational materials; to make contracts with radio, cable and television facility operators, publishers of newspapers, magazines and periodicals of all kinds, operators of any and all forms of publication of advertisements and all other matter for the promotion of educational materials; to produce all types of educational materials and other material for publication, display or other communication; to produce, create and present radio, video and television programs and other

performances or exhibitions for educational purposes or otherwise; to print, publish and distribute tracts, handbills, booklets, posters, pictures, cartoons, moving pictures, circulars, newspapers, magazines or other publications of every nature; to own or carry on the business of printing, electrotyping and engraving; to act as consultant and advisor in respect to all matters pertaining to publication, marketing, merchandising, or distribution of educational materials of every nature; to apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop and introduce, to sell, assign or grant licenses or rights in respect to or otherwise to turn to account or dispose of any copyrights, trade names, trademarks, brands, and labels, of any nature whatsoever, either for the corporation or for others; to do any of the foregoing either directly itself or through others and for itself or on behalf of others; and, generally to do every act and thing that may be necessary, proper, convenient or useful for the carrying on of a general agency for publishing purposes, or as auxiliary or incidental thereto.

b. To carry on the business of printers, engravers, publishers, book and print sellers, bookbinders, and art journalists, in all their branches; to carry on the business of manufacturers and distributors of and dealers in engravings, prints, pictures, drawings, and any written, engraved, painted or printed productions, in all their branches; to carry on the

business of advertising agents, advertisement contractors, and designers of advertisements in all their branches; to carry on a general engraving, lithographing, electrotyping, silkscreening and publishing business in all the branches thereof.

c. To devise, write, create, produce, publish, furnish, prepare, display, record and purchase, sell, exchange and otherwise deal in and with educational materials of every kind, nature and form; to enter into contracts and agreements with educational institutions, distributors and retailers of educational materials of every kind, nature and form, and with artists, authors, educators, speakers, writers and philosophers.

d. To make and develop lettering, to make drawings for use in educational materials and for any other purpose whatsoever and to generally provide services normally provided by commercial artists.

e. To establish, build, buy, sell, use, mortgage, improve, purchase or otherwise handle, deal in, acquire, lease, maintain, hold, manage, operate, and dispose of all such property, real and personal, as may be necessary and convenient to carry on the objectives and purposes connected to or otherwise related to the aforesaid business of the corporation.

f. To make contracts and guarantees, incur liabilities and borrow money.

g. To transfer, encumber or dispose of any or all of its assets.

h. In general, to carry on any other business connected with or incidental to the foregoing objectives and purposes, and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

i. To make application or otherwise obtain permits, patents, trademarks, or copyrights from the necessary government official, agency or instrumentality in order to carry out the purposes of the corporation.

j. To issue and sell its own securities including its shares of stock, notes, debentures and other obligations in such amounts and on such terms and conditions, for such purposes and for such prices now and hereinafter permitted by the General Corporation Law and by these Articles of Incorporation, as the Board of the Corporation may determine; and to secure any of its property, franchises and income.

j. To acquire, use and dispose of shares, and interest in, and to participate with others in any corporation, partnership, joint venture, or any association of any kind, as permitted to corporations which are organized under the General Corporation Law.

k. To transact its business, promote its purposes carry on its operations, and exercise its powers, in any and all of its branches, both within the State of Maryland and within any and

all states of the United States of America, in the District of Columbia, and in any all commonwealths, territories, dependencies, colonies, possessions, agencies, or instrumentalities of the United States of America and of foreign governments.

m. To purchase, receive, take, reacquire, or otherwise acquire, own and hold, sell, lend, exchange, reissue, transfer, or otherwise dispose of, pledge, use, cancel, and otherwise deal in and with its own shares, bonds, notes, obligations and other securities from time to time to such an extent and in such a manner and upon such terms as the Board of Directors of the Corporation shall determine and to the extent permitted by the General Corporation Law.

n. To promote, and exercise all or part of the foregoing purposes and powers in any and all parts of the world, and to conduct its business in any and all branches as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone or through, or in conjunction with any organization, and other entities in any part of the world, and in conducting its business and promoting any of its purposes, to maintain offices, branches and agencies in any part of the world, to make and perform any contracts and to do any acts and things, and to carry on any business and to exercise any powers and privileges suitable, convenient and proper for conduct, promotion and attainment of any of the business and purposes herein specified or which at any time may be incidental thereto or may appear

conducive to or expedient for the accomplishment thereof and which might be engaged in or carried on by a corporation formed under the General Corporation Law, and to have and exercise all of the powers conferred by the State of Maryland upon corporations formed under the General Corporation Law.

o. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article FOURTH, be in no wise limited or restricted by reference to, or inference from, the terms of any provisions of this or any other article of these Articles of Incorporation; provided that the corporation shall not conduct any business, promote any purpose or exercise any power or privilege within or without the State of Maryland which, under the laws thereof, it may not lawfully conduct, promote or exercise.

FIFTH:

a. The total number of shares of stock which the corporation has authority to issue is one million (1,000,000) shares of twenty-five cent (.25) par value each.

b. The board of Directors of the corporation is authorized from time to time to fix the price or the minimum price, or the consideration of the minimum consideration for and to issue the shares of stock of corporation.

SIXTH:

The number of directors of the corporation shall be four (4) which number may be increased or decreased pursuant to the bylaws of the corporation. The number of directors shall never be less than the number prescribed by the General Corporation Law.

SEVENTH:

The post office address, including the street number and the state and county and the principal office within the State of Maryland is:



Rt. 1, Box 281C  
Sharpsburg, Maryland 21782  
Washington County

EIGHTH:

The name of the initial registered agent of the corporation and the address is as follows:

Dr. William E. Allen  
Sharpsburg, Maryland 21782  
Rt. 1, Box 281C  
Washington County

NINTH:

The number of directors constituting the initial Board of Directors shall be four (4), and the names and addresses for the persons who shall act and serve as directors until the first meeting of the Corporation or until their successors are duly chosen, elected and qualified are:

- a. Dr. William E. Allen  
Rt. 1, Box 281C  
Sharpsburg, Maryland 21782  
Washington County

- b. Rosie Allen  
Rt. 1, Box 281C  
Sharpsburg, Maryland 21782  
Washington County
- c. Richard Allen  
314 Avenue S  
Lipscomb  
Bessemer, AL 36863
- d. Steven Allen  
Rt. 1, Box 281C  
Sharpsburg, Maryland 21782  
Washington County

TENTH:

IN WITNESS WHEREOF, we have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are our act on this 22 day of December, 1987.

William E. Allen  
Dr. William E. Allen

Rosie Allen  
Rosie Allen



State of Maryland )  
Washington County )

ss:

Before me the undersigned, a Notary Public, in and for the jurisdiction aforesaid, personally appeared DR. WILLIAM E. ALLEN who is well known to me (or satisfactorily proven) as the person in fact in the foregoing Articles of Incorporation, bearing date on the 22 day of December, 1987, and hereto attached, personally before me, and under oath in due form of law, stated, deposed and acknowledged the same to be the act and deed of said Corporation by virtue of the power vested in him in said Articles of Incorporation.

Given under my hand and seal on this 22 day of December, 1987.

Judith A. Seeman  
Notary Public

My commission expires: My Commission Expires July 1, 1990

State of Maryland )  
Washington County )

ss:

Before me, the undersigned, a Notary Public, in and for the jurisdiction aforesaid, personally appeared ROSIE ALLEN who is well known to me ( or satisfactorily proven) as the person named as person in fact in the foregoing Articles of Incorporation, bearing date on the 22 day of December, 1987, and hereto attached, personally before me, and under oath in due form of law, stated, deposed and acknowledged the same to be the act and deed of said Corporation by virtue of the power vested in him in said Articles of Incorporation.

Given under my hand and seal on this 22 day of December, 1987.



Judith A. Seeman  
Notary Public

My commission expires: My Commission Expires July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

791

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include 20 Organ. & Capitalization, 61 Rec. Fee (Arts. of Inc.), 62 Rec. Fee (Amendment), 63 Rec. Fee (Merger or Consolidation), 64 Rec. Fee (Transfer), 65 Rec. Fee (Dissolution), 66 Rec. Fee (Revival), 52 Foreign Qualification, 50 Cert. of Qual. or Reg., 51 Foreign Name Registration, 13 Certified Copy, 56 Penalty, 54 For. Supplemental Cert., 73 Cert. of Conveyance, 80 Special Fee, 83 For. Limited Partnership, 84 Cert. Limited Partnership, 85 Amendment to Limited Partnership, 21 Termination of Limited Partnership, 22 Recordation Tax, 23 State Transfer Tax, 31 Local Transfer Tax, NA Corp. Good Standings, 87 Foreign Corporation, 71 Registration, 600 Limited Part. Good Standings, Personal Property Reports and late filing penalties, Other, Other.

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Hitman Law Offices, P.O. Box 15035, Crystal City Station, Arlington, Va. 2215-0035

NOTE:

TOTAL FEES

80

Check Cash

Documents on checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
ALLEN TELECOMMUNICATIONS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 28, 1987 AT 9:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 50.00

RECORDING  
FEE PAID:

\$ 30.00

7.50

SPECIAL  
FEE PAID:

\$

D2473296

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
LITMAN LAW OFFICES  
P. O. BOX 15035, CRYSTAL CITY ST.  
ARLINGTON VA 22215 0035

124C3012503

A 249856



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECEIVED FOR RECORD ON APRIL 13, 1988 at 10:46 A.M. CORPORATION LIBER 38

RECORD 5.50  
A 2967CHCK 5.50  
01988 4-13A 10:4

ARTICLES OF INCORPORATION

OF

12/28/87 9:53

SAVAGE RIVER CONSULTING, INC.

FIRST: I, James A. Mosher, whose post office address is Route 1, Box 82, Fairplay, Maryland 21733, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is SAVAGE RIVER CONSULTING, INC.

THIRD: The post office address of the Corporation in this state is Route 1, Box 82, Fairplay, Maryland 21733.

FOURTH: The name and address of the resident agent for the Corporation is James A. Mosher, Route 1, Box 82, Fairplay, Maryland 21733.

FIFTH: The purposes for which the Corporation is formed and the business and objects to be carried out and promoted by it are as follows:

A. To engage in the general business of providing research and consulting services in the areas of ecology, wildlife and environmental matters to both public and private agencies and individuals.

DERRICK & BRASKEY, P.A.  
ATTORNEYS AT LAW  
GRANTSVILLE, MARYLAND  
FROSTBURG, MARYLAND

1987 DEC 28 A 9:53

73628777

2981 0046

B. To engage in a retail and/or wholesale sales business involving a diversified line of products in connection with the foregoing enumerated line of business activity.

C. To engage in and carry on any other business which may or can be conducted in connection with any of the foregoing enumerated lines of business activity, either individually or in any combination thereof.

D. To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

E. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

F. To borrow or raise money for any of the purposes

of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to insure the payment thereof and of the interest thereon, by mortgage, pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or hereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

G. To hire and employ agents, servants or employees, and to enter into agreements of employment, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

H. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts or other obligations of such person, firm, association or corporation.

I. To let concession to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out contracts, assignments, and arrangements of every kind and character with any firm,

2981 0048

person, association or corporation, or any government or authority or subdivision or agency thereof.

J. To carry on any business whatsoever that this Corporation may deem proper or necessary in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of the Corporation, and to do all things specified in the General Corporation Laws of the State of Maryland, and to have and exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect, or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations.

SIXTH: The Corporation shall have two directors, and James A. Mosher and Denise B. Mosher shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of authorized stock of the Corporation is 10,000 shares of common stock of no par value. The Board of Directors of the Corporation is hereby

empowered to authorize the issuance from time to time of shares of its stock, without par value, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the approval by majority vote of the majority of the stockholders of the Corporation. Each holder of the said stock shall be entitled to one vote for each share of such stock held by such stockholder.

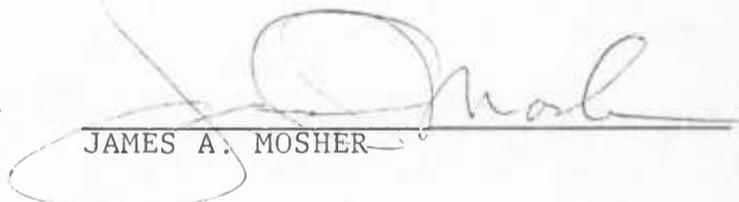
EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation, upon the approval of a majority of the stockholders as the same is set out in Paragraph SEVENTH above, reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

IN WITNESS WHEREOF I have signed these Articles of Incorporation, acting as incorporator, and I acknowledge the same to be my act this 23 day of December, 1987.

ATTEST:

  
\_\_\_\_\_

  
\_\_\_\_\_

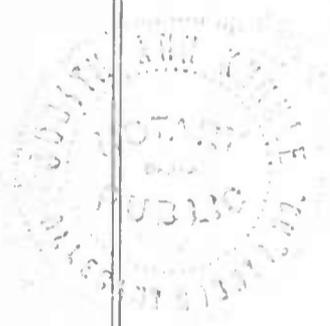
JAMES A. MOSHER

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT

I HEREBY CERTIFY that on this 23 day of December, 1987, before me, the undersigned officer, personally appeared James A. Mosher, and acknowledged the foregoing instrument to be his act and deed.

WITNESS my hand and official seal.



Lucretia Ann Kunkle  
Notary Public  
My Commission Expires July 1, 1990

K & BRASKEY, P.A.  
ATTORNEYS AT LAW  
HARRISVILLE, MARYLAND  
HARRISBURG, MARYLAND

2981 0051



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>40</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Derrick & Boskey  
Monteville, Md  
21536  
PO Box 360

TOTAL FEES

62 Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: A

NOTE:

ARTICLES OF INCORPORATION  
OF  
SAVAGE RIVER CONSULTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 28, 1987 AT 9:53 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING  
FEE PAID:

\$ 22.00 *5.50*

SPECIAL  
FEE PAID:

\$

D2473015

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
DERRICK & BRASKEY  
P. O. BOX 360  
GRANTSVILLE

MD 21536

124C3012475

A 249842



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION

BOONSBORO EXXON, INC.

RECORD 5.00  
A 2962CHCK 5.00  
01988 4-13A10:46

A Maryland Close Corporation  
Organized Pursuant to Title Four  
Of The Corporations and Associations Article  
Of The Annotated Code of Maryland

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Boonsboro Exxon, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the sale of food and motor fuel products; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 280 North Main Street, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Frank D. Lum.

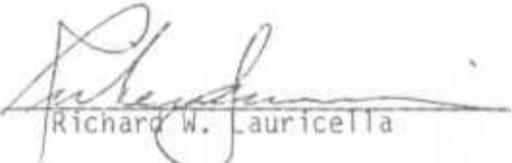
EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8<sup>th</sup> day of December, 1987, and I acknowledge the same to be my act.

WITNESS:

\_\_\_\_\_   
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 8<sup>th</sup> day of December, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

\_\_\_\_\_  
Notary Public

My Commission Expires:  
July 1, 1990



DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standings	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Miller, Oliver, Lauricella, et al</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 1269</u>
	_____	Other _____	<u>Hagerstown, Md. 21741</u>
	_____	Other _____	_____

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY J.M.T.

NOTE:

ARTICLES OF INCORPORATION  
OF  
BOONSBORO EXXON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 23, 1987 AT 9:46 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2471902

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

APR 15 1988

RETURN TO:  
MILLER, OLIVER, LAURICELLA &  
ETAL.  
P. O. BOX 1269  
HAGERSTOWN MD 21741

123C3012333

A 249705



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

ARTICLES OF INCORPORATION

FRANK'S USED CARS, INC.

RECORD 5.00  
A 2949CHCK 5.00  
01988 4-13A10:4

9

A Maryland Close Corporation  
Organized Pursuant to Title Four  
Of The Corporations and Associations Article  
Of The Annotated Code of Maryland

9146

FIRST: I, Richard W. Lauricella, whose post office address is 28 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Frank's Used Cars, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the sales and service of motor vehicles; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 280 North Main Street, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Frank D. Lum.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

2980 1286

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8<sup>th</sup> day of December, 1987, and I acknowledge the same to be my act.

WITNESS:

\_\_\_\_\_

  
Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 8<sup>th</sup> day of December, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

\_\_\_\_\_  
Notary Public

My Commission Expires:  
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

807

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Miller, Oliver, Lauricella, et al  
P.O. Box 1269  
Hagerstown, Md. 21741

NOTE: \_\_\_\_\_

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T

ARTICLES OF INCORPORATION  
OF  
FRANK'S USED CARS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 23, 1987 AT 9:46 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2471894

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED APR 15 1988

RETURN TO:  
MILLER, OLIVER, LAURICELLA  
& ETAL.  
P. O. BOX 1269  
HAGERSTOWN

MD 21741

123C3012332

A 249704



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2980 1285

APPROVED FOR RECORD

ARTICLES OF INCORPORATION 12/23/87 at 9:11

FIRST: I, Edward L. Kuczynski, whose address is 55 North Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is

ANICK, INC.

THIRD: The purposes for which the Corporation are formed are:

(1) To operate, manage, and own a retail business primarily for the purpose of a pharmacy and to engage in the business of the dispensing, manufacturing, preparing and distributing drugs, medicines, or devices in accordance with the laws of the State of Maryland or any other State, Federal or local statute, ordinance, rule or regulation.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 6 Wyncote Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Laxmikant Modha, 6 Wyncote Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of common stock with a par value of Ten Dollars (\$10.00) per share.

1987 DEC 23 AM 9:11

RECORD 5.00  
A 2970CHCK 5.00  
01988 4-13A10:47



2979 2234  
73370104

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), provided that:

(1) If there is not stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Laxmikant Modha; Bharti Sharma

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the terms and prices of redemption of, and the conversion rights of, such shares.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

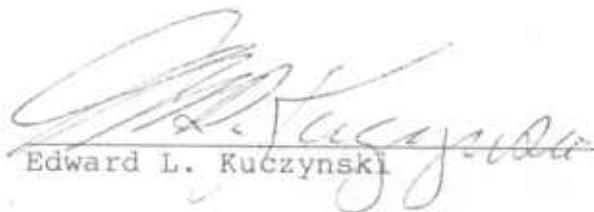
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c)

of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21<sup>st</sup> day of December, 1987, and I acknowledge the same to be my act.

  
Edward L. Kuczynski



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

813

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Cert. of Conveyance, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standings, Foreign Corporation Registration, Limited Part. Good Standings, Financial, Personal Property Reports and late filing penalties, Other, Other.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS: Edward Kuczynski, 55 N. Jonathan St, Hagerstown, Md 21740

NOTE:

TOTAL FEES 40 Check Cash Documents on checks

APPROVED BY: pcm

ARTICLES OF INCORPORATION  
OF  
ANICK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 23, 1987 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

02471027

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

RETURN TO:  
EDWARD KUCZYNSKI  
55 N. JONATHAN ST.  
HAGERSTOWN

MAILED APR 15 1988

MD 21740

122C3012215

A 249628

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2979 2233



CORPORATIONS

LIBER 38 FOLIO 809  
LAND   
DENNIS J. WEAVER, CLERK

809 38

TRI-STATE COMMUNITY HEALTH CENTER, INC.

ARTICLES OF AMENDMENT

12-16-87 8:236

Tri-State Community Health Center, Inc., a Maryland Corporation having its principal office in Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

RECORD 5.00  
A 29710CHK 5.00  
01988 4-13A10:50

FIPST: The charter of the Corporation is hereby amended by striking out Article Seven and inserting in lieu thereof the following:

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose.

SECOND: These amendments to the Charter of the Corporation herein made were duly approved by the affirmative vote of a majority of the entire Board of Directors of the Corporation at a meeting duly convened and held on October 7, 1987, and a resolution adopted thereat declaring said amendments to be advisable and directing that the same is submitted to a duly called meeting of the Members of the Corporation.

THIRD: That a meeting of the Members of the Corporation was duly convened and held on October , 1987, and the Amendments of the Corporation herein made were duly approved and adopted by the affirmative vote of at least two-thirds of the Members of the Corporation in conformity with the Charter and By-laws of the Corporation.

IN WITNESS THEREOF, The Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 4<sup>th</sup> day of December, 1987.

73508027 TRI-STATE COMMUNITY HEALTH CENTER, INC.

(CORP. SEAL)

BY: Frank Seland  
President

ATTEST: [Signature]  
Secretary

1987 DEC 16 PM 8:23

1987 DEC -7 A 9:39

I hereby certify on this \_\_\_\_\_ day of October, 1987, before me, the subscriber, a Notary Public in and for the county aforesaid, personally appeared FRANK Subasic, President for Tri-State Community Health Center, Inc., a Maryland nonstock corporation, and in the name and on behalf of said Corporation acknowledge the foregoing Articles of Amendments to be the corporate act of said Corporation; and at the same time personally appeared John S. Shepard and made oath in due form of the law that he or she was Secretary of the meeting of members of the Corporation at which the Amendment of the Charter of the Corporation herein set forth was approved and facts set forth in said Articles of Amendment are true to the best to man, his knowledge, information and belief.

Witness my hand and Official Notarial Seal.



Helen M. Miller  
 Notary My commission expires Feb. 16, 1991

John S. Shepard  
 John Shepard, Secretary



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

817

DOCUMENT CODE 196 BUSINESS CODE 04 COUNTY 71

# 2344661 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Private Perc  
PO BOX 399  
Hancock Md  
21750

NOTE: add county code #

TOTAL FEES 20  
 Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT  
OF  
TRI-STATE COMMUNITY HEALTH CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 16, 1987 AT 8:23 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2344661

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
RENATE PURE  
P. O. BOX 399  
HANCOCK

MAILED APR 15 1988

MD 21750

120C3012043

A 249443



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2979

743

## ARTICLES OF INCORPORATION

12-22-87  
OF

10:37a

RECORD 5.00  
A 2972CHCK 5.00  
01988 4-13A10:501987 DEC 22 AM 10:37  
ASSOCIATED RADIOLOGISTS BILLING SERVICES, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Jeffrey T. Agnor, whose address is 100 South Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

Associated Radiologists Billing Services, Inc.

THIRD: The Corporation is formed for the purpose of carrying on any lawful business, which may include acquiring and owning a data processing system, including computer equipment and software licensing rights, for the Corporation's use in providing complete billing services to Associated Radiologists, P.A., a Maryland professional corporation.

FOURTH: The address of the principal office of the Corporation in this State is 251 East Antietam Street, Hagerstown, Maryland 21740-5771.

FIFTH: The Resident Agent of the Corporation is Edward W. Lampton, Jr., whose address is 251 East Antietam Street, Hagerstown, Maryland 21740-5771. The Resident Agent is a citizen of and resides in the State of Maryland.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares, \$.01 par value per share, all of one class.

SEVENTH: The Corporation shall have a Board of six (6) directors unless the number is changed in accordance with the Bylaws of the Corporation. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the minimum number required by the Maryland General Corporation Law. The initial Directors are:

Edward W. Lampton, Jr.  
Juan J. Cabrera  
Allan M. Wexler  
Ralph H. Williams  
John R. Warfield  
I. K. Gunadi

73568322  
2979 0303

820

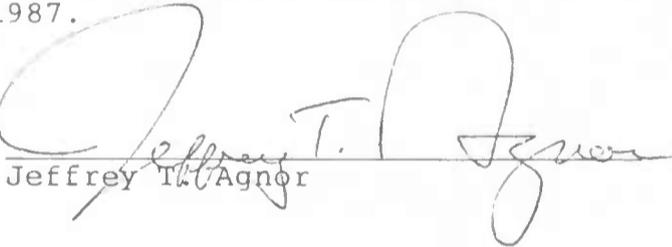
EIGHTH: (a) The Corporation reserves the right to make any amendment of the Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the Charter, of any outstanding stock.

(b) The Board of Directors of the Corporation may authorize the issuance or sale from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

(c) The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 21<sup>st</sup> day of December, 1987.

  
Jeffrey T. Agnor

2979 0304



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

821

DOCUMENT CODE 62 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2P</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
80	_____	Special Fee
83	_____	For. Limited Partnership
84	_____	Cert. Limited Partnership
85	_____	Amendment to Limited Partnership
21	_____	Termination of Limited Partnership
22	_____	Recordation Tax
23	_____	State Transfer Tax
31	_____	Local Transfer Tax
NA	_____	_____ Corp. Good Standings
87	_____	Foreign Corporation Registration
71	_____	_____ Limited Part. Good Standings
600	_____	Financial
	_____	_____ Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code 065

ATTENTION: Jeff Agnew

MAIL TO ADDRESS: \_\_\_\_\_

NOTE: \_\_\_\_\_

TOTAL FEES 48  
 Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
ASSOCIATED RADIOLOGISTS BILLING SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 22, 1987 AT 10:37 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID:

5.00

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

02459740

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED APR 15 1988  
WEINBERG & GREEN  
ATTN: JEFF AGNOR  
100 SOUTH CHARLES STREET  
BALTIMORE MD 21201

12003011981

A 249384



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2979 0302

ARTICLES OF INCORPORATION

OF

RECORD 5.00  
A 2973CHCK 5.00  
01988 4-13A10:51

ASSOCIATED ENVIRONMENTAL SERVICES, INC.

THIS IS TO CERTIFY:

12-18-87

5:350

FIRST: I, the undersigned, Robert W. Barnhart, whose post office address is 1119 Carroll Heights Blvd., Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Associated Environmental Services, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

Consulting and related services concerning disposal and treatment of hazardous waste.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

SNYDER AND BENJAMIN, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN, MARYLAND

1987 DEC 18 A 2:35

73528013

2978 2602

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 1119 Carroll Heights Blvd., Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert W. Barnhart, 1119 Carroll Heights Blvd., Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

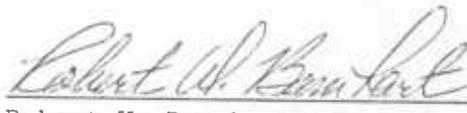
The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert W. Barnhart, Jolene F. Barnhart, Todd M. Barnhart and Robert W. Barnhart, III.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 16<sup>th</sup> day of December, 1987.

WITNESS:

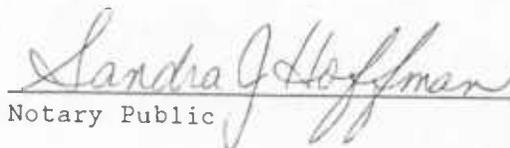


Robert W. Barnhart

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 16<sup>th</sup> day of December, 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert W. Barnhart and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires:  
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 Wm

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Margie Snyder  
28 Jonathan St  
Hagerstown, Md  
21740

TOTAL FEES

49

Check

\_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
ASSOCIATED ENVIRONMENTAL SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 18, 1987 AT 8:35 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2468973

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
GEORGE SNYDER  
28 JONATHAN ST.  
HAGERSTOWN

MAILED APR 15 1988

MD 21740

12003011904

A 249332



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2978 2601

828

G & C TRUCKING INC.  
( A MARYLAND CLOSE CORPORATION )

RECORD 5.00  
A 2975CHCK 5.00  
01988 4-13A10:51

ARTICLES OF VOLUNTARY DISSOLUTION

G & C Trucking Inc., a Maryland close corporation, having its principal office in Washington County, Maryland ( hereinafter referred to as the "Corporation" ), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is P.O. Box 512, Smithsburg, MD 21783.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are: Edward N. Button

535 Oak Hill Avenue  
Hagerstown, MD 21740.

FIFTH: The name, title and address of each officer of the Corporation are as follows:

William E. Cooper  
President  
P.O. Box 512 Smithsburg, MD 21783

Esther Gardner  
Vice-President  
P.O. 201 Elm Drive Ligonier PA 15658

William M. Gardner  
Secretary-Treasurer  
P.O. 201 Elm Drive Ligonier PA 15658

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and

EDWARD N. BUTTON  
Attorney at Law  
535 Oak Hill Avenue  
Hagerstown, MD 21740  
(410) 739-4860

2978 2428

73508250

12-16-87

9:12

Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, G & C Trucking Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 19 day of October, 1987, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of G & C Trucking Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

William Gardner  
William Gardner, Secretary

G & C TRUCKING INC.

William Cooper  
William Cooper, President



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

G & C TRUCKING, INC.

have been paid.

WITNESS my hand and official seal this

23RD day of NOVEMBER A.D. 1987.

A handwritten signature in cursive script, reading "Patricia A. McNeal", written over a horizontal line.

DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

2978 2429



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

831

DOCUMENT CODE 19 BUSINESS CODE 03 COUNTY 71

# D2135903 P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 20 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

30 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Edward N. Button
635 Oak Hill Ave.
Hagerstown, Md. 21740

PAYMENT 50

Check Cash

Documents on checks

APPROVED BY: J.M.T.

NOTE:

THE ARTICLES OF DISSOLUTION  
OF  
G & C TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 16, 1987 AT 9:12 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ 30.00

D2135903

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
EDWARD N. BUTTON  
635 OAK HILL AVENUE  
HAGERSTOWN

MAILED APR 15 1988

MD 21740

119C3011873

A 247944



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2978 2427

WASHINGTON COUNTY FOOD RESOURCES, INC.

11/10/87

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

RECORD 5.00  
A 2976CHCK 5.00  
01988 4-13A10:51

FIRST, We, the undersigned:

Vivian Smith  
1640 Burnside Ave.  
Hagerstown, MD 21740

William Mills  
Rt. 1, Box 92  
Fairplay, MD 21733

Beth Stouffer  
1535 Dual Hwy.  
Hagerstown, MD 21740

Maryanna Hughes  
209 W. Lincoln Ave.  
Hagerstown, MD 21740

Betty Willson  
350 N. Cannon Ave.  
Hagerstown, MD 21740

Bonna Brown  
1820 W. Washington St.  
Hagerstown, MD 21740

each being over eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is WASHINGTON COUNTY FOOD RESOURCES, INC.

THIRD: The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are exclusively charitable and non-profit, including the following:

a. To provide food and other sundries at a minimal cost to non-profit human service organizations within the community and to be dispersed by said organizations to qualified individuals to combat hunger on a local level.

b. Other Corporation activities may include but are not limited to:

- developing and expanding new sources of information and nutrition education.
- collecting data on hunger
- coordinating services to hungry persons
- promoting self-help efforts like gardening, canning, brown bag clubs.
- seeking and administering funds.

c. Any other lawful activity permitted by the State of Maryland.

FOURTH: In order to carry out and further the charitable and non-profit purposes hereinabove set forth, the Corporation shall have the following powers:

a. To accept, acquire, receive and hold appropriations, grants, donations, devices, bequests, legacies, gifts and other contributions in money or in property, both real and personal, of whatever kind, nature or description and wherever situated and limitation as to amount of value, except such limitations, if any, as may be specifically imposed by law, and to employ the same for the furtherance and development of any one or more of the purposes of the Corporation.

DEPARTMENT OF AGRICULTURE  
AND FORESTRY

2978 0474

73518137

12/17/87 9:11 A

b. To contract with and accept monies and services from all federal, state, county or municipal government or any agencies or departments thereof for the purposes of the Corporation.

c. To invest and reinvest any funds of the Corporation in bonds, debentures, stocks (common or preferred), securities, savings accounts, mortgages, real estate, or any interest or estate therein, and any other property, without limitation.

d. To purchase or otherwise acquire, hold, improve, mortgage, sell, lease, transfer or in any manner dispose of goods, wares, merchandise, implements and other personal property or real property.

e. To carry on only any business or activity which may effectuate the aforesaid objects or any of them or any part thereof.

The foregoing enumeration of powers, purposes and objects is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular object or business in any manner to limit or restrict the generality of any other purposes, objects, or business mentioned or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in this State is 94 W. Lee Street, Hagerstown, MD 21740. The name and post office address of the resident agent of the Corporation in this state is: Charles L. Mobley, Jr., 13 Linbar Dr., Hagerstown, MD 21740. Said resident agent is an individual actually residing in this State.

SIXTH: The Corporation shall not be authorized to issue any capital stock whatsoever.

SEVENTH: The Corporation may have a varying number of directors as established in the By-Laws of the Corporation, but shall never be less than three (3), and the names of the directors who shall act until their successors are duly chosen and qualified are:

Vivian Smith 1640 Burnside Ave. Hagerstown, MD 21740	Maryanna Hughes 209 W. Lincoln Ave. Hagerstown, MD 21740	William Mills Rt. 1, Box 92 Fairplay, MD 21733
Beth Stouffer 1535 Dual Hwy. Hagerstown, MD 21740	Betty Willson 350 N. Cannon Ave. Hagerstown, MD 21740	Bonna Brown 1820 W. Washington St. Hagerstown, MD 21740

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda; or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding provisions of any further United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

NINTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 8th day of December, 19 87, and we acknowledge the same to be our act.

WITNESS:

<u>Mary Louder</u>	as to	<u>Vivian Smith</u> Vivian Smith
<u>Charles H. H. G. 2</u>	as to	<u>Maryanna Hughes</u> Maryanna Hughes
<u>Mary Louder</u>	as to	<u>William Mills</u> William Mills
<u>Mary Louder</u>	as to	<u>Betty Willson</u> Betty Willson
<u>Mary Louder</u>	as to	<u>Beth Stouffer</u> Beth Stouffer
<u>Charles H. H. G. 2</u>	as to	<u>Bonna Brown</u> Bonna Brown



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 6 BUSINESS CODE 04 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address

Code \_\_\_\_\_  
ATTENTION: Charles L. Mobley, Jr.

MAIL TO ADDRESS: Washington County Community Action Council, Inc. 101 Summit Avenue Hagerstown, MD

NOTE: 21740

TOTAL FEES 46.10

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
WASHINGTON COUNTY FOOD RESOURCES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 17, 1987 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2468023

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED APR 15 1988  
CHARLES L. MOBLEY, JR.  
WASHINGTON CO. COMMUNITY ACTION  
101 SUMMIT AVENUE  
HAGERSTOWN MD 21740

118C3011695

A 247782



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2978 0473

**BARE ENTERPRISES, INC.  
ARTICLES OF INCORPORATION**

1-25-88 11:20

**FIRST:** I, Donald L. Bare, whose post office address is 500 Chestnut Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the corporation (which is hereafter referred to as the "Corporation") is **BARE ENTERPRISES, INC.**

**THIRD:** The purposes for which the Corporation is formed are:

1) to introduce, operate, conduct, manage, maintain and carry on an ice cream business and snack bar, including a restaurant and cafe; to buy, sell, lease, or otherwise dispose of and to operate, conduct, furnish, equip and manage ice cream parlors and snack bars, and to engage in the business of buying and selling, producing and manufacturing ice cream and ancillary food products; and to prepare and serve all food, beverages, alcoholic or non-alcoholic and other preparations and refreshments of all kinds; and to engage in any other lawful business and purpose.

2) To do anything permitted by Section 2-102 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

**FOURTH:** The post office address of the principal office of the Corporation in this State is 500 Chestnut Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, 152 W. Washington Street, Drawer A, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

**FIFTH:** The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

**SIXTH:** The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

3) The name of the director who shall act until the first

1988 JAN 25 AM 11:23

annual meeting or until his successors are duly chosen and qualified is: Donald L. Bare.

**SEVENTH:** The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General laws of the State of Maryland now or hereafter in force.

**EIGHTH:** Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of January, 1988, and I acknowledge the same to be my act.

Donald L. Bare  
Donald L. Bare



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 024 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>2</u> Certified Copy <u>40</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ Change of Name  
 \_\_\_\_\_ Change of Principal Office  
 \_\_\_\_\_ Change of Resident Agent  
 \_\_\_\_\_ Change of Resident Agent Address  
 \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Ralph Francoe  
152 W. Wash. St.  
Kramer A  
Hagerstown Md

NOTE: 20740

TOTAL FEES 57

Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
BARE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 25, 1988 AT 11:23 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2489177

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
RALPH H. FRANCE, II  
152 W. WASHINGTON STREET,  
DRAWER A  
HAGERSTOWN MD 21740

144C3012150

A 252106



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2989 1410

RESOLUTION

FROM SPECIAL MEETING OF THE BOARD OF DIRECTORS  
YOUNGER TOYOTA, INC.

RECORD .75  
RECORD .50  
A 1714CHCK 1.25  
01988 6-17 A9:13

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 1935 Dual Highway, Hagerstown, Maryland at 12:00 Noon on January 4, 1988, with the following Directors present:

- R. Ted Younger
- Billie R. Younger
- Gregory Evans

The following Resolution at said meeting was adopted:

BE IT RESOLVED THAT: The address of the principal office of the Corporation be changed from 782 Preston Road, Hagerstown, Maryland to 1935 Dual Highway, Hagerstown, Maryland 21740 and The State Department of Assessments and Taxation of Maryland be notified as required by law.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated.

*Billie R. Younger*  
\_\_\_\_\_  
Billie R. Younger  
Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD  
*1/25/88* at *3:29* P.m.

1988 JAN 25 PM 3:29

1988 1988



STATE OF MARYLAND  
**State Department of Assessments and Taxation**  
 Gene L. Burner, Director

843

DOCUMENT CODE \_\_\_\_\_ BUSINESS CODE \_\_\_\_\_ COUNTY 71

# D0230/85 P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
70	<u>\$3.00</u>	Recording Fee
53	_____	Foreign Corporation
75	<u>\$5.00</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident agent and Agent's Address

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

*Messers + Young*  
*D0230/85*  
*Legislation, 2/02/85*

NOTE: \_\_\_\_\_

TOTAL FEES \$8.00

1 Check \_\_\_\_\_ Cash

1 Documents on 1 checks

APPROVED BY: *[Signature]*

CHANGE OF PRINCIPAL OFFICE  
OF  
YOUNGER TOYOTA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 25, 1988 AT 3:29 O'CLOCK P.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 3.00

SPECIAL  
FEE PAID:

\$ 5.00

*75  
150*  
D0230185

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
MEYERS & YOUNG  
P.O. BOX 1267  
HAGERSTOWN

MD 21741

143C3012127

A 252084



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2988 1919

Corporation Record  
Received For Record June 17, 1988 at 9:14 o'clock pm liber 38

RECORD 5.00  
A 1715CHCK 5.00  
01988 6-17 A9:14

STATE DEPARTMENT OF LICENSING  
AND REGULATORY AFFAIRS

ARTICLES OF INCORPORATION

OF

BASEBALL AND SPORTS FOOD SERVICES, INC.

10146

1-25-88

FIRST: I, Jeanne de Cervens, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation (the "Corporation") is Baseball and Sports Food Services, Inc.

THIRD: The purposes for which the Corporation is formed are (1) to erect, construct, own, hold, operate, manage and otherwise run a food service business, including without limitation, food concession stands; (2) to purchase, lease or otherwise acquire, hold, own, sell, assign, exchange or otherwise dispose of equipment, wares, food stuffs and all other products, material, rights and assets of every kind related to or used in connection with the food services business; (3) to engage in all activities incident to or in connection with the owning and operating of a food service business; and (4) to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is c/o Hagerstown Suns, 274 East Memorial Boulevard, Hagerstown, Maryland 21740. The name and address of the

97:01/11/62 NVC 8867

80358725

2988 1746

resident agent of the Corporation are Charles R. Miller, Hagerstown Suns, 274 East Memorial Boulevard, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation. The name of the person who will serve as Director until the first annual meeting of the stockholders and until his successor is elected and qualifies is Charles R. Miller.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by the Maryland General Corporation Law, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, the Maryland General Corporation Law. The Corporation may indemnify any other persons permitted but not required to be indemnified by the

Maryland General Corporation Law, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified.

I acknowledge these Articles of Incorporation to be my act this 25th day of January, 1988.

*Jeanne de Cervens*  
Jeanne de Cervens

Return To: *Jeanne de Cervens*, Esq.  
Miles & Stockbridge  
10 Light Street  
Baltimore, Maryland 21202  
*301 / 385 - 3513*

JDCB&I01.INC



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

\_\_\_\_\_ Resignation of Resident Agent

Code 045

ATTENTION: Jeanne de Cervens

MAIL TO ADDRESS: \_\_\_\_\_

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

NOTE:

ARTICLES OF INCORPORATION  
OF  
BASEBALL AND SPORTS FOOD SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 25, 1988 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2488971

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
MILES & STOCKBRIDGE  
ATTN: JEANNE DE CERVENS  
10 LIGHT STREET  
BALTIMORE

MD 21202

14303012082

A 252048



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2988 1745

850

Corporation Record

Received for Record June 17, 1988 at 9:14 o'clock pm liber 38 APPROVED FOR RECORD

ARTICLES OF INCORPORATION

1/21/88 at 9:11

REST HAVEN CEMETERY, INC.

RECORD 5.00  
A 1716CHCK 5.00  
1517 49:14

FIRST: I, James W. Stone, whose post office address is 28 West Washington Street, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is "REST HAVEN CEMETERY, INC."

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business and operations of a cemetery; to engage in the business and operations of a funeral home; to acquire, develop, manage, sell, and otherwise dispose of real estate; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1601 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles S. Brown, 1601 Pennsylvania Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 100,000 shares of common stock, with a par value of \$1.00 per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

11 4 A 21 1988 JAN 21 9 11

8021848  
1988 1590

*amb*

The name of the Director who shall act until the first annual meeting or until his successors are duly elected and qualify is: Charles S. Brown.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of January, 1988, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

James W. Stone  
James W. Stone

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY, That on this 18th day of January, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose  
Notary Public



My Commission Expires:  
July 1, 1990

2568 1592



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

\_\_\_\_\_ Resignation of Resident Agent

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:

Miller Ober et al

PO Box 1269

Hagerstown, Md 21741-

NOTE:

1269

TOTAL FEES

40 Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY:

A

ARTICLES OF INCORPORATION  
OF  
REST HAVEN CEMETERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 21, 1988 AT 9:11 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2488690

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUN 22 1988  
MILLER, OLIVER & ETAL.  
P. O. BOX 1269  
HAGERSTOWN MD 21741 1269

143C3012054

A 252025



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 1589

Received for Record June 17, 1988  
at 9:14 o'clock pm liber 38  
Corporation Record

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

12-7-87 at 9:36 .m.

9

ARTICLES OF AMENDMENT

OF

RECORD 5.00  
A 1717CHCK 5.00  
01928 6-17 A9:14

URNER, McGRORY, NAIRN, BARTON & SCHAEFER, P.A.

FORMERLY: BYRON, URNER, NAIRN & BARTON, P.A.

Urner, McGrory, Nairn, Barton & Schaefer, P.A., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended to change Paragraph SECOND and to insert in lieu thereof the following:

SECOND: The name of the Corporation, which is hereinafter referred to as the "Corporation", is Urner, Nairn & Barton, P.A.

The Board of Directors of the Corporation, at a Special Meeting, duly convened and held on November 17, 1987, adopted a resolution which set forth the foregoing amendments to the Charter and that the Board of Directors and the Stockholders of the Corporation approved said amendment by unanimous, written, informal consent.

IN WITNESS WHEREOF, Urner, McGrory, Nairn, Barton & Schaefer, P.A. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on the 17 day of November, 1987.

ATTEST AS TO CORPORATE SEAL: URNER, McGRORY, NAIRN, BARTON & SCHAEFER

By William P. Nairn  
William P. Nairn, Secretary

By William S. Barton  
William S. Barton, President

I, William P. Nairn, Secretary, hereby acknowledge on behalf of Urner, McGrory, Nairn, Barton & Schaefer that the foregoing Article of Amendment are the corporate acts of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

William P. Nairn  
William P. Nairn, Secretary

2967 0541  
73558252



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09A

BUSINESS CODE

06

COUNTY

71

# D1207497

P.A.

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

Urner, Nairn & Barton, P.A.

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

Urner, Nairn, & Barton  
100 West Washington St.  
Hagerstown, Md. 21740

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY: J.M.T.

NOTE:

ARTICLES OF AMENDMENT  
OF  
URNER, MCGRORY, NAIRN, BARTON & SCHAEFER, P.A.

CHANGING ITS NAME TO:  
URNER, NAIRN & BARTON, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 7, 1987 AT 9:36 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00  
5.50

\$ \_\_\_\_\_

D1207497

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
URNER, NAIRN & BARTON  
100 W. WASHINGTON ST.  
HAGERSTOWN

MD 21740

139C3011561

A 251571



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2987 0540

Received For Record June 17, 1988 at 9:14 o'clock pm liber 38 Corporation Record

ARTICLES OF INCORPORATION

OF

AUSTIN C. RICE, INC.

STATE DEPARTMENT OF REVENUE AND TAXATION

RECORD 5.00  
A 1718CHCK 5.00  
01988 6-17 A9:14

APPROVED FOR RECORD

THIS IS TO CERTIFY:

1/19/88 at 9:44 A.M.

FIRST: We, the undersigned, Austin C. Rice and Janet Rice, whose post office address is 2416 Jefferson Blvd., Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Austin C. Rice, Inc.

THIRD: The principal purpose for which the Corporation is formed is as follows:

Residential and commercial building construction.

The foregoing enumeration of the purpose of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 2416 Jefferson Blvd., Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Austin C. Rice, 2416 Jefferson Blvd., Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

411 b V b1 RRP 0261  
80198211

2986 2674

ER AND BENJAMIN, P.A.  
ATTORNEYS AT LAW  
GERSTOWN, MARYLAND

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Austin C. Rice, Janet Rice and Lorne B. Rice.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 14th day of January, 1988.

WITNESS:

Sandra J. Hoffman

Austin C. Rice  
Austin C. Rice

Sandra J. Hoffman

Janet L. Rice  
Janet Rice

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 14<sup>th</sup> day of January, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Austin C. Rice and Janet Rice, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.



Sandra J. Hoffman  
Notary Public

My Commission Expires:  
July 1, 1990



STATE OF MARYLAND  
**State Department of Assessments and Taxation**

Gene L. Burner, Director

861

DOCUMENT CODE 125 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>9</u>	_____ Certified Copy <u>3p</u>	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standings	_____
NA	_____	Foreign Corporation Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standings	<u>Snyder + Benjamin PA</u>
71	_____	Financial	<u>28 Jonathan St</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>Hagerstown Md 21740</u>
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 49.00

Check \_\_\_\_\_ Cash \_\_\_\_\_  
 Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION  
OF  
AUSTIN C. RICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **JANUARY 19, 1988** AT **9:44** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2485340

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
SNYDER & BENJAMIN, P.A.  
28 JONATHAN ST.  
HAGERSTOWN

MAILED JUN 22 1988

MD 21740

139C3011460

A 251487



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2986 2673

Received For Record June 17, 1988 at 9:15 o'clock am liber 38 AND TAXATION

E. RUSSELL HICKS MIDDLE SCHOOL PTA, INC. Corporation Record  
APPROVED FOR RECORD

## ARTICLES OF INCORPORATION

1-19-88 at 9:17

1. Incorporators. The undersigned, whose post office addresses are noted with their names, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland this fourteenth day of January 1988.

Harold Vernon Iseminger  
218 Oak Valley Drive  
Hagerstown, MD 21740

Sheryl Kay Ebersol  
460 Guilford Avenue  
Hagerstown, MD 21740

Sharon Lee Groves  
711 Marion Street  
Hagerstown, MD 21740

2. Name. The name of the corporation, hereinafter called the corporation, is E. Russell Hicks Middle School PTA, Inc.

3. Purposes. The purposes for which the corporation is formed are:

--to promote the welfare of children and youth in home, school, community, and place of worship;

--to raise the standards of home life;

--to secure adequate laws for the care and protection of children and youth;

--to bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth;

--and to develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

4. Registered Agent Address. The post office address of the principal office of the corporation in Maryland is E. Russell Hicks Middle School PTA, Inc., 1321 South Potomac St., Hagerstown, Maryland 21740. The name and post office address of the resident agent in Maryland is Harold V. Iseminger, 218 Oak Valley Drive, Hagerstown, Maryland 21740. ✓

5. Stock. The corporation shall not be authorized to issue capital stock.

6. Board of Directors. The number of directors of the corporation shall be three, which number may be increased or decreased pursuant to the by-laws of

RECORD 5.00  
A 1719CHK 5.00  
01988 6-17 A9:15

1988 JAN 19 11:04 AM  
80198212

2986 1391

the corporation, and the names of the directors who shall act until the first meeting or their successors are duly chosen are:

Harold Vernon Iseminger    Sheryl Kay Ebersole    Sharon Lee Groves

7. Provisions. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and members:

The corporation shall

--receive donations, gifts, or grants from private and public sources;  
 --charge dues or annual assessments from members, if any there be, or from associates of the corporation;

--enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or government;

--purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

--sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

--draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

--borrow or raise money for the purposes of the corporation;

--secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

--carry on any activity whatsoever which the corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the corporation or enhance the value of its assets;

--conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

2986 1392

--make donations, grants, awards, or gifts to any person or institution in furtherance of its purposes;

--have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended;

--and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

Nothing contained in these Articles shall authorize or be deemed to allow the corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons -- except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and exercise of the powers set forth above.

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or attempting to influence legislation, except for the purpose of helping to secure adequate laws for the care and protection of children and youth as stated in these Articles of Incorporation, item number 3.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax.

8. Duration. The duration of the corporation shall be perpetual. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or

2986 1333

scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

9. By Laws. The corporation shall be regulated and all of its affairs managed as provided by the bylaws of the corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new bylaws.

In addition to other matters not here described, the bylaws shall provide for the designations of classes of members, if any, their qualifications, dues, voting rights, and methods of appointment. The bylaws shall control the number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The bylaws shall establish officers for the corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The bylaws shall provide for an annual meeting of the corporation to elect Board of Directors, members, officers and other necessary corporate actions.

I hereby sign these articles and acknowledge the same to be my act.

Harold Vernon Iseminger (SEAL)  
Harold Vernon Iseminger

I hereby sign these articles and acknowledge the same to be my act.

Sheryl Kay Ebersole (SEAL)  
Sheryl Kay Ebersole

I hereby sign these articles and acknowledge the same to be my act.

Sharon Lee Groves (SEAL)  
Sharon Lee Groves

3996 1394



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 9

BUSINESS CODE

04

COUNTY

71

# P.A Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
3 Certificate of Conveyance

Name Change (New Name)
Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code
ATTENTION:

MAIL TO ADDRESS:
Harold V. Tseminger
218 Oak Valley DR
Hagerstown, Md. 21740

TOTAL FEES 40

NOTE:

Check Cash
Documents on checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION  
OF  
E. RUSSELL HICKS MIDDLE SCHOOL PTA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 19, 1988 AT 9:41 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2485068

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAR 20 JUN 22 1988

RETURN TO:  
HAROLD V. ISEMINGER  
218 OAK VALLEY DRIVE  
HAGERSTOWN

MD 21740

138C3011432

A 251461



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2586 1390

Received For Record June 17, 1988 at 9:15 o'clock am liber 38 Corporation  
STATE DEPARTMENT OF RECORDS AND TAXATION

APPROVED FOR RECORD

SALES TECH, INC. 1-18-88 at 10:07a

A Maryland Close Corporation  
Under Title 4 of Corporations  
and Associations of the Annotated  
Code of Maryland

RECORD 5.00  
A 1720CHCK 5.00  
01938 6-17 A9:15

ARTICLES OF INCORPORATION

FIRST: The undersigned, John L. Brallier, III, being at least twenty-one years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is SALES TECH, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the General Corporation Law of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

To buy, sell, produce, consult and act in any and all manner with reference to sales training. To act as principal, agent or broker, and on commission or otherwise, to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate a like and comparable business as named above. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of,

2986 1505

80188025

design, develop, invest, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation.

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated be in nowise limited or restricted by any terms or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the

enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 863 Dewey Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in Maryland is John L. Ballier, III, 863 Dewey Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

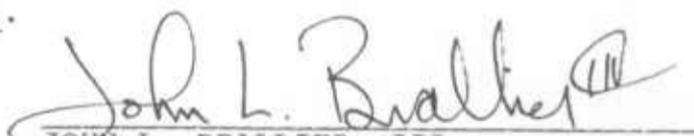
SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares with no par value, all of one class.

SEVENTH: After the completion of the organization meeting and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time the Corporation shall have one (1) director, whose name is John L. Brallier, III.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 4 day of JANUARY, 1988.

  
Witness

  
JOHN L. BRALLIER, III

STATE OF MARYLAND

SS:

COUNTY OF PRINCE GEORGE'S

I HEREBY CERTIFY that on this 4th day of January, 1988, before the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared in said State and County JOHN L. BRALLIER, III, who acknowledged the foregoing Articles of Incorporation to be his act.

IN TESTIMONY WHEREOF, I have affixed my official seal this 5th day of January, 1988.

Ray E. Law  
Notary Public

My Commission Expires: 7/1/90





STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ Change of Name  
 \_\_\_\_\_ Change of Principal Office  
 \_\_\_\_\_ Change of Resident Agent  
 \_\_\_\_\_ Change of Resident Agent Address  
 \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_  
Saul McGrane  
5018 Rhode Island Ave  
Hgattsville, Md  
20781

TOTAL FEES 51

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: AS

ARTICLES OF INCORPORATION  
OF  
SALES TECH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 18, 1988 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2483733

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUN 22 1988  
SAUL MCGRANE  
5018 RHODE ISLAND AVE.  
HYATTSVILLE MD 20781

137C3011299

A 251343



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO 986 1504

876

RECEIVED For record June 17, 1988 at 9:15 o'clock pm liber 38 Corporation Record

A Maryland Close Corporation  
Organized Pursuant to Title Four of  
Corporations and Associations Article  
of the Annotated Code of Maryland

RECORD 5.00  
A 1721CHCK 5.00  
01988 6-17 A9:15

**ARTICLES OF INCORPORATION  
OF  
SOLLIDAY SALES, INC.**

FIRST: I, Richard E. Grove, whose post office address is Route 1, Box 102, Clear Spring, Maryland 21783 and being at least Eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is Solliday Sales, Inc.

THIRD: The Corporation shall be a Close Corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) For the wholesale and retail sales of motor oil and motor oil products and pool supplies.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 325 Wilson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard E. Grove, 325 Wilson Boulevard, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 10,000 shares of Common Stock, having a par value of Ten Dollars (\$10.00) for a total aggregate par value of One Hundred Thousand Dollars (\$100,00.00).

SEVENTH: The number of Directors shall be one which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the

80148092

2986 0530

APPROVED FOR RECORD

Jan 14, '88 at 9:21 a.m.

first Annual Meeting or until their successors are duly chosen and qualified, is Richard E. Grove.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any Corporate representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that indemnification of such Corporate representative, other than a present or former Director or Officer, is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7<sup>th</sup> day of Jan, 1988, and I acknowledge the same to be my act and deed.

Richard E. Grove  
Richard E. Grove



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 026 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_  
ATTENTION: William P. Hain

MAIL TO ADDRESS: Usner, Hain, & Barton  
100 St. Washington  
St. Hyacinth, Md. 21740

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: amh

NOTE:

ARTICLES OF INCORPORATION  
OF  
SOLLIDAY SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 14, 1988 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2483584

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:

MAILED JUN 22 1988

URNER, NAIRN & BARTON  
ATTN: WILLIAM NAIRN  
100 W. WASHINGTON ST.  
HAGERSTOWN

MD 21740

136C3011252

A 251306



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2986 0529

Received For Record June 17, 1988 at 9:15 o'clock am  
Liber 38 Corporation Record  
ARTICLES OF INCORPORATION

APPROVED FOR RECORD

*Jan 13, '88* at *9:50 a.m.*

RECORD 5.00  
A 1722CHCK 5.00  
01988 6-17 09:15

OF

FASHION ACCESS, INC.

A Maryland Close Corporation  
Organized Pursuant to Title 4 of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

*amb*

FIRST: I, William P. Nairn, whose post office address is 100 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Fashion Access, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are to sell, at the wholesale level of business, fashion accessories of all kinds, including, but not limited to, jewelry, scarfs and other such accessories; to engage in any other lawful purpose or business; and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is c/o William P. Nairn, 100 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is William P. Nairn, 100 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, having a par value of Ten Dollars (\$10.00) per share for a total aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The number of directors shall be (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Rudolf K. Lemperg

1988 JAN 13 A 9:50

0188140

0135 0886

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5<sup>th</sup> day of January, 1988, and I acknowledge the same to be my act.

*William P. Nairn*

William P. Nairn  
Incorporator

2986 0136



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	_____ Certified Copy	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	Code _____
21	_____	Recordation Tax	ATTENTION: <u>William</u>
22	_____	State Transfer Tax	<u>P. Nairn</u>
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	_____ Limited Part. Good Standings	MAIL TO ADDRESS: <u>Zliner,</u>
71	_____	Financial	<u>Nairn &amp; Barton</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>100 2<sup>nd</sup> Washington</u>
_____	_____	Other _____	<u>St. Progenator,</u>
_____	_____	Other _____	<u>Md. 21740</u>

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: amh

NOTE:

ARTICLES OF INCORPORATION  
OF  
FASHION ACCESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 13, 1988 AT 9:50 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

5.00

D2482883

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
URNER, NAIRN & BARTON  
ATTN: WILLIAM P. NAIRN  
100 WEST WASHINGTON STREET  
HAGERSTOWN MD 21740

136C3011182

A 251248



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 1986 0134

Received For Record June 17, 1988 at 9:16 o'clock am liber 38

ARTICLES OF AMENDMENT

E & L TRUCKING, INC.

Corporation

C.E.W. Record

APPROVED FOR RECORD

1/12/88 at 10:36

WHEREAS, the Board of Directors of E & L Trucking, Inc. has declared it advisable that Paragraph One of the Articles of Incorporation of the Corporation be changed, amended and altered, as hereinafter set forth, and

WHEREAS, the stockholders of E & L Trucking, Inc. do hereby approve of the said proposed amendment,

RESOLVED, That Paragraph one of the Articles of Incorporation of the said Corporation be amended, changed, altered so as to read as follows:

RECORDED 5.00  
A 1723CHCK 5.00  
01988 6-17 A9:16

We, Christopher E. Wyant, whose post office address is 1811 Jefferson Boulevard, Hagerstown, Maryland 21740 and Debra A. Wyant, whose post office address is 1811 Jefferson Boulevard, Hagerstown, Maryland 21740, both being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a closed corporation.

RESOLVED FURTHER, That the Chairman and Secretary of this meeting are hereby authorized and directed to make, execute, and acknowledge a certificate under the corporate seal of this Corporation, embracing the foregoing resolution, and to cause such certificate to be filed and recorded in the manner required by law.

RESOLVED FURTHER, That, upon completion of the proceedings required to effect the amendment hereinabove set forth, a duplicate of the certificate of amendment be set forth in full of the minutes of this meeting.

I, Christopher E. Wyant, do hereby certify that I am the duly elected and qualified Secretary and the keeper of the records and corporate seal of E & L Trucking, Inc. a corporation organized and existing under the laws of the State of Maryland, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the Bylaws of said Corporation on January 12, 1988, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, we have affixed our names as Secretary & Vice-President and have caused the corporate seal of said Corporation to be hereunto affixed, this 12th day of January 1988., under penalties of perjury.

Christopher E. Wyant  
Secretary

80128270  
Debra A. Wyant  
Vice-President

1988 JAN 12 AM 10:36



2985 2701



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

885

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

71

# D1960970

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE AMOUNT FEE REMITTED

20 Organ. & Capitalization
61 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
73 Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

80 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Christopher W. Bryant
1811 Jefferson Blvd
Hagerstown, Md 21740

NOTE:

27 Check

Cash

Documents on checks

APPROVED BY:

A

needed to be a close corp.

CERTIFIED COPY MADE

ARTICLES OF AMENDMENT  
OF  
E & L TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **JANUARY 12, 1988** AT **10:36** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00  
5.00

\$ \_\_\_\_\_

D1960970

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
CHRISTOPHER E. WYANT  
1811 JEFFERSON BLVD.  
HAGERSTOWN

MD 21740

135C3011112

A 251162



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2985 2700

Received For Record June 17, 1988 at 9:16 o'clock pm liber 38

Corporation Record RECORD 5.00  
1724CHCK 5.00  
01988 6-17 A9:16

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF REVENUE  
OF

NEFF'S EQUIPMENT INCORPORATED

THIS IS TO CERTIFY:

1-11-88 at 9:00a

FIRST: I, the undersigned, Russell U. Neff, III, whose post office address is 1115 G Maugans Avenue, Hagerstown, Maryland, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Neff's Equipment Incorporated.

THIRD: The purposes for which the Corporation is formed are as follows:

The rental of material handling equipment and other heavy equipment;

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Association Article of the Annotated Code of Maryland, as amended from time to time.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers

2985 0873

SUSAN CAROL ELGIN  
ATTORNEY AT LAW  
HAGERSTOWN, MARYLAND

conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

✓  
**FOURTH:** The post office address of the principal office of the Corporation in this State is 1115 G Maugans Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Russell U. Neff, III, 1115 G Maugans Avenue, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

**FIFTH:** The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of no par value.

**SIXTH:** The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Russell U. Neff, III, Sharon E. Neff and Shirley E. Paquet.

**SEVENTH:** The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of January, 1988.

WITNESS:

Cecilia P. Davis

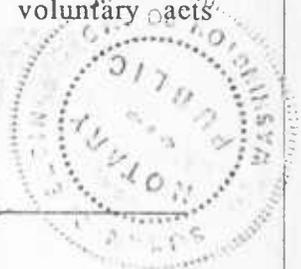
Russell U. Neff, III  
Russell U. Neff, III

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 5 day of January, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell E. Neff, III, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Jan Carl Eg.  
Notary Public



My Commission Expires: July 1, 1990

2985 0875



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 620 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3P</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_  
ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:  
Cecilia Paiz  
111 S. Potomac St  
Hagerstown Md  
21740

TOTAL FEES 49  
 Check \_\_\_\_\_ Cash  
2 Documents on 1 checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
NEFF'S EQUIPMENT INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **JANUARY 11, 1988** AT **9:00** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2482461

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
CECILIA PAIZS  
111 S. POTOMAC ST.  
HAGERSTOWN

MAILED JUN 22 1988

MD 21740

135C3011032

A 251664



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2985 0872

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

VALLEY FORKLIFT INCORPORATED

THIS IS TO CERTIFY:

1-11-88 at 9:00a .m.

FIRST: I, the undersigned, Russell U. Neff, III, whose post office address is 1115 G Maugans Avenue, Hagerstown, Maryland, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Valley Forklift Incorporated.

THIRD: The purposes for which the Corporation is formed are as follows:

The sales and service of heavy equipment, primarily material handling equipment;

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Association Article of the Annotated Code of Maryland, as amended from time to time.

SAN CAROL ELGIN  
ATTORNEY AT LAW  
AGERSTOWN, MARYLAND

80118257

2988 0868

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

**FOURTH:** The post office address of the principal office of the Corporation in this State is 1115 G Maugans Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Russell U. Neff, III, 1115 G Maugans Avenue, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

**FIFTH:** The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of no par value.

**SIXTH:** The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Russell U. Neff, III, Sharon E. Neff and Shirley E. Paquet.

**SEVENTH:** The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time,

1988 JAN 11 11 AM '88

2985 0869

whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5<sup>th</sup> day of January, 1988.

WITNESS:

Cecilia Rainey

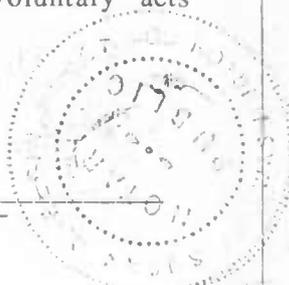
Russell U. Neff III.  
Russell U. Neff, III

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of January, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell U. Neff, III, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

James Carl Egan  
Notary Public



My Commission Expires: July 1, 1990

2985 0870



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

026

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization  
 61 20 Rec. Fee (Arts. of Inc.)  
 62 \_\_\_\_\_ Rec. Fee (Amendment)  
 63 \_\_\_\_\_ Rec. Fee (Merger or Consolidation)  
 64 \_\_\_\_\_ Rec. Fee (Transfer)  
 65 \_\_\_\_\_ Rec. Fee (Dissolution)  
 66 \_\_\_\_\_ Rec. Fee (Revival)  
 52 \_\_\_\_\_ Foreign Qualification  
 50 \_\_\_\_\_ Cert. of Qual. or Reg.  
 51 \_\_\_\_\_ Foreign Name Registration  
 13 9 1 Certified Copy 3P  
 56 \_\_\_\_\_ Penalty  
 54 \_\_\_\_\_ For. Supplemental Cert.  
 53 \_\_\_\_\_ Foreign Resolution  
 73 \_\_\_\_\_ Certificate of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name  
 \_\_\_\_\_ Change of Principal Office  
 \_\_\_\_\_ Change of Resident Agent  
 \_\_\_\_\_ Change of Resident Agent Address  
 \_\_\_\_\_ Resignation of Resident Agent

75 \_\_\_\_\_ Special Fee  
 80 \_\_\_\_\_ For. Limited Partnership  
 83 \_\_\_\_\_ Cert. Limited Partnership  
 84 \_\_\_\_\_ Amendment to Limited Partnership  
 85 \_\_\_\_\_ Termination of Limited Partnership  
 21 \_\_\_\_\_ Recordation Tax  
 22 \_\_\_\_\_ State Transfer Tax  
 23 \_\_\_\_\_ Local Transfer Tax  
 31 \_\_\_\_\_ Corp. Good Standings  
 NA \_\_\_\_\_ Foreign Corporation Registration  
 87 \_\_\_\_\_ Limited Part. Good Standings  
 71 \_\_\_\_\_ Financial  
 600 \_\_\_\_\_ Personal Property Reports and \_\_\_\_\_ late filing penalties  
 \_\_\_\_\_ Other \_\_\_\_\_  
 \_\_\_\_\_ Other \_\_\_\_\_

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Cecilia Paizo  
111 S. Potomac St.  
Hagerstown, Md  
21740

TOTAL FEES

49

Check \_\_\_\_\_ Cash

2 Documents on 1 checks

APPROVED BY: go

NOTE:

ARTICLES OF INCORPORATION  
OF  
VALLEY FORKLIFT INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **JANUARY 11, 1988** AT **9:00** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
*5.00*

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

02482453

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
CECILIA PAIZS  
111 S. POTOMAC ST.  
HAGERSTOWN

MAILED JUN 22 1988

MD 21740

135C3011031

A 251663



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2985 0867

Received for Record June 17, 1988 at 9:16 o'clock p.m.

liber 38 Corporation Record  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION 897

ALLIED BUILDERS OF WESTERN MARYLAND, INC. APPROVED FOR RECORD

ARTICLES OF INCORPORATION 1/12/88 at 9:18 a.m.

FIRST: I, John McDowell, whose post office address is 651 Potomac Avenue, PO Box 1283, Hagerstown, Maryland 21741, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Allied Builders of Western Maryland, Inc.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the business of building, improvement and construction; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 651 Potomac Avenue, PO Box 1283, Hagerstown, Maryland, 21741. The name and post office address of the Resident Agent of the Corporation in this State is John McDowell, 651 Potomac Avenue, PO Box 1283, Hagerstown, Maryland, 21741. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John McDowell

RECORD 5.00  
A 1726CHCK 5.00  
01988 6-17 A9:16

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects from time to time before issuance of such shares, the preferences, rights, voting powers, restriction, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

80128000

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in § 2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7<sup>TH</sup> day of January, 1988, and I acknowledge the same to be my voluntary act and deed.

*Lodona Barnett*  
Witness

*John McDowell*  
John McDowell



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

899

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include codes 20-73 and 80-87 with descriptions like Organ. & Capitalization, Rec. Fee (Arts. of Inc.), etc.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

Code

ATTENTION:

MAIL TO ADDRESS:

Hyattsville Fed Mortgage
PO Box 1283

Hyattsville, Md 21741

NOTE:

TOTAL FEES

40 Check Cash

Documents on checks

APPROVED BY: A

reserved - incorporator
informed of problem - offered
choice

ARTICLES OF INCORPORATION  
OF  
ALLIED BUILDERS OF WESTERN MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 12, 1988 AT 9:18 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2481968

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
WESTERN FED MORTGAGE  
P. O. BOX 1283  
HAGERSTOWN

MD 21741

135C3010982

A 251619



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2985 0508

Received for Record June 17, 1988 at 9:17 o'clock am liber 38 Corporation Record

ARTICLES OF INCORPORATION

81 OF

RECORD 5.50  
A 1727CHCK 5.50  
01988 6-17 A9:17

ZOMBRO ENTERPRISES, INC.

THIS IS TO CERTIFY:

1-11-88 9:16A

FIRST: That, I, the subscriber, Donald Edward Zombro, Sr., whose address is 1738 Edgewood Circle, Hagerstown, Maryland, being of legal age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the Corporation) is:

"ZOMBRO ENTERPRISES, INC."

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways

POOLE & POOLE, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN TRUST BUILDING  
81 WEST WASHINGTON STREET  
HAGERSTOWN, MD 21740

1988 JAN 11 A 9 18

80118118

2985 0149

dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual

owners or holders thereof.

(b) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(c) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(d) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(e) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all

powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

✓ FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is 1045 Virginia Avenue, Hagerstown, Maryland.

The Resident Agent of the Corporation is Donald Edward Zombro, Sr., whose address is 1738 Edgewood Circle, Hagerstown, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of one (1) director and Kim Alison Brown shall act as such until the first annual meeting or until her successor is duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 7<sup>th</sup> day of January, 1988.

WITNESS:

Rena M. Turner

Donald Edward Zombro, Sr. (SEAL)  
DONALD EDWARD ZOMBRO, SR.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 7<sup>th</sup> day of Jan, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donald Edward Zombro, Sr., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Rena M. Turner  
Notary Public



My Commission Expires:  
July 1, 1990



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>22</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Bruce Poole  
81 W. Washington St  
Hagerstown, Md  
21740

NOTE: \_\_\_\_\_

TOTAL FEES

44

\_\_\_\_\_  Check \_\_\_\_\_ Cash

\_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
ZOMBRO ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 11, 1988 AT 9:16 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 22.00

RECORDING  
FEE PAID:

\$ 22.00  
5.50

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2481679

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
BRUCE POOLE  
81 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

MAILED JUN 22 1988

134C3010953

A 251112



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2985 0148

Received For Record June 17, 1988 at 9:17 o'clock am liber 38 Corporation Record

BURKHOLDER'S ELECTRICAL SERVICE, INC.

ARTICLES OF INCORPORATION

1-11-88 9:20

FIRST: The undersigned, William P. Young, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Burkholder's Electrical Service, Inc.

RECORD 5.00  
CHECK 5.00  
01988 6-17 A9:17

THIRD: The purposes for which the Corporation is formed are as follows:

1. To engage in the electrical contracting business generally; to install, repair, and sell electrical systems, equipment, and appliances as principal or agent or otherwise; and, to provide related services.

2. To conduct the types of businesses listed in paragraph 1, above, and to do such other things as are incidental, proper or necessary in the operation of those businesses, which shall include but shall not be limited to the right to construct, erect, own, equip, maintain, operate, and use; to contract with others to construct and erect; to lease to others; to maintain, operate, and use electrical shops, warehouses, office buildings, and buildings of all kinds; and, to pay for the construction, erection, or equipment of the same in cash, stock, or bonds of this corporation or otherwise.

3. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

4. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

5. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

1988 JAN 11 AM 9:28

80118128

2985 0604

6. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 8, Box 159, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Barbara E. Burkholder, Route 8, Box 166, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, par value of Ten (\$10.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Barbara E. Burkholder  
David H. Burkholder

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the

Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 8th day of January 1988.

WITNESS:

*[Handwritten signature]*  
*[Handwritten signature]*  
William P. Young, Jr.



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 6

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code 075

ATTENTION: Nancy Boyer

MAIL TO ADDRESS: \_\_\_\_\_

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION  
OF  
BURKHOLDER'S ELECTRICAL SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 11, 1988 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

5.00

SPECIAL  
FEE PAID:

\$

D2481950

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
MEYERS & YOUNG  
ATTN: NANCY BOYER  
P O BOX 1267  
HAGERSTOWN

MD 21741 1267

135C3010981

A 251618



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3985 0503

WOODLAND ENTERPRISES, INC.  
A Close Corporation

ARTICLES OF INCORPORATION

PK

1/11/88 9:15 A

FIRST: We, the undersigned, Franklin P. Woodring and Suanne K. Woodring, whose post office address is Route 1, Box 181, Boonsboro, Maryland, 21713, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the Corporation) is

WOODLAND ENTERPRISES, INC.

RECORD 5.00  
A 1729CHCK 5.00  
01988 6-17 A9:17

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed and the businesses or objects to be carried on by it are as follows:

1. To sell and construct swimming pools in the State of Maryland or in any other State in which the Corporation may become qualified.

2. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description.

3. To generally, on behalf of the Corporation, in, do, and perform any

00118110 1988 0037

enterprise, act or vocation that a natural person might or could do or perform.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 181, Boonsboro, Maryland, 21713. The name and post office address of the resident agent of the Corporation in this State is Franklin P. Woodring, Route 1, Box 181, Boonsboro, Maryland, 21713. Said resident agent is a citizen of this State and actually resides therein.

SIXTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SEVENTH: The number of Directors of the Corporation shall be two (2) which number may be increased pursuant to the by-laws of the Corporation. The names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Franklin P. Woodring and Suanne K. Woodring.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall be a Close Corporation and may have less than three (3) Directors.

IN WITNESS WHEREOF, we have signed these Articles of

Incorporation on this 11th day of December, 1987.

WITNESS:

J. Russell Robinson

Franklin P. Woodring (SEAL)  
Franklin P. Woodring

as to both

Suanne K. Woodring (SEAL)  
Suanne K. Woodring

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 11th day of December, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Franklin P. Woodring and Suanne K. Woodring, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and they severally acknowledged the signing of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Official Notarial Seal the day and year last above written.

My Commission Expires:  
July 1, 1990

J. Russell Robinson  
Notary Public

J. RUSSELL ROBINSON  
Notary Public  
Washington County  
Maryland



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

917

DOCUMENT CODE 02 *John* BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	_____ Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	_____ Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<i>Frances &amp; Kevin P.A.</i>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<i>81 W Washington St</i>
_____	_____	Other _____	<i>Hyattsville, MD 20780</i>
_____	_____	Other _____	

TOTAL FEES

40.00

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: *[Signature]*

NOTE:

ARTICLES OF INCORPORATION  
OF  
WOODLAND ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 11, 1988 AT 9:15 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2481513

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUN 22 1988  
FRANCE E ROBINSON, P.A.  
81 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

134C3010937

A 251103



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2985 0036

1-2-88 3:15 p  
BAER SPECIALTY FOODS, INC.  
ARTICLES OF INCORPORATION

1988 JAN -8 PM 3: 15

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Baer Specialty Foods, Inc.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the wholesale sale of specialty food items and other related products; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 300 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George A. Stewart, 300 West Franklin Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

George A. Stewart

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from

30115026

354 2897

time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

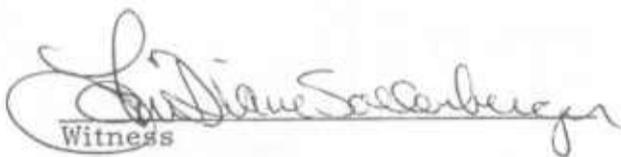
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

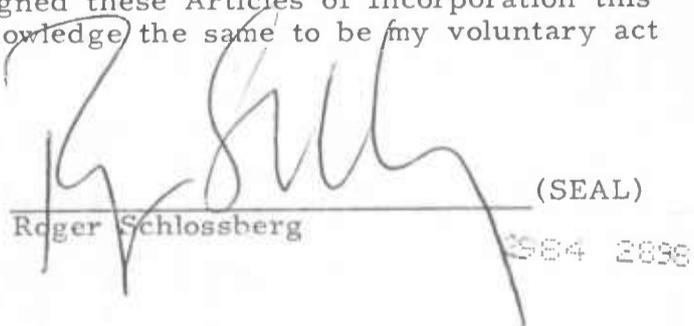
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

<sup>94</sup>  
7 IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of January, 1988, and I acknowledge the same to be my voluntary act and deed.

  
Witness

  
Roger Schlossberg (SEAL)  
384 2838



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standings	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Roger Schlossberg</u>
600	_____	_____ Personal	<u>134 W. Washington St</u>
	_____	Property Reports and _____ late filing	<u>Hagerstown, Md</u>
	_____	penalties	<u>21740</u>
	_____	Other _____	
	_____	Other _____	

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE:

922

ARTICLES OF INCORPORATION  
OF  
BAER SPECIALTY FOODS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 8, 1988 AT 3:15 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$

D2481372

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
ROGER SCHLOSSBERG  
134 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

134C3010923

A 251092



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2384 2856

Received For Record JUNE 17, 1988 at 9:18 o'clock am liber 38 Corporation Record

9

MALCOLM HILL ASSOCIATES, INC.

RECORD 5.00  
A 1731CHCK 5.00  
01988 6-17 A9:18

ARTICLES OF AMENDMENT

MALCOLM HILL ASSOCIATES, INC., a Maryland corporation, having its principal office at 20 N. Mulberry Street, Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland ("Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation from MALCOLM HILL ASSOCIATES, INC. to MHA AUDIO, INC., and, after the date of acceptance of these Articles of Amendment by the Department, Article Second of the Articles of Incorporation is hereby amended to reflect that the correct name of the Corporation is MHA AUDIO, INC.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, MHA AUDIO, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and

STATE DEPARTMENT OF ASSESSMENTS

73848285 2833

12-21-87 9:30

attested by its Secretary on this 23 day of November, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of MHA AUDIO, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and beleif.

ATTEST:

[Signature]  
Secretary

MHA AUDIO, INC.

BY:

[Signature]

President





STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE 03 COUNTY 71

# D1743772 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

MHA Audio, Inc

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

France And Robinson, P.A.

152 W. Washington St.

Drawer A

Hagerstown, Md. 21740

NOTE: \_\_\_\_\_

TOTAL FEES 28

Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

ARTICLES OF AMENDMENT  
OF  
MALCOLM HILL ASSOCIATES, INC.

CHANGING ITS NAME TO:  
MHA AUDIO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 21, 1987 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00  
5.00

\$ \_\_\_\_\_

D1743772

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
FRANCE AND ROBINSON, P.A.  
152 W. WASHINGTON STREET  
DRAWER A  
HAGERSTOWN MD 21740

131C3010708

A 250883



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2832

STATE DEPARTMENT OF ASSESSEMENTS  
AND TAXATION  
ADMITTED FOR RECORD  
12-30-87 at 3:03 P.M.

Received for Record June 17, 1988 at 9:19 o'clock  
am liber 38 Corporation Record

RECORD 5.00  
A 1732CHCK 5.00  
01988 6-17 09:19

ARTICLES OF AMENDMENT  
OF  
TURNER'S TRANSIT, INC.

Turner's Transit, Inc., a Maryland Corporation, having its principal office at 655 West Washington Street, Hagerstown, Maryland, 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assesements and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation are hereby amended by striking in its entirty article SECOND, and by subsituting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Turner Transportation Group, Inc.

SECOND: The Articles of Incorporation are hereby amended by adding thereto the following new article TENTH:

TENTH: Notwithstanding any provision of law to the contrary, the affirmative vote of two-thirds of all of the votes entitled to be cast on any matter requiring a stockholder vote shall be necessary for any corporate action requiring a stockholder vote, after due authorization, approval, and or advice of such action by the Board of Directors, as required by law, to approve and authorize any such corporate action.

1987 DEC 30 PM 3:03

7365-8001

2983 2795

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Association Article of the Annotated Code of Maryland, the stockholders of Corporation duly approved said amendment.

IN WITNESS WHEREOF, Turner's Transit, Inc., has caused these presents to be signed in its name and on its part by its president and its corporate seal to be hereunder affixed and attested by its Secretary on this 30th day of December, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Turner's Transit, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

TURNER'S TRANSIT, INC.

By: *George F. Turner*  
George F. Turner, President

ATTEST:

*Thomas L. Turner, Sr.*  
Thomas L. Turner, Sr., Secretary

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY That on this 30th day of December, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas F. Turner, Sr., who acknowledged the foregoing Articles of Amendment ot be his act and deed.

WITNESS my hand and Official Notarial Seal.



*Joyce R. Kramer*  
Notary Public

My Commission Expires:  
7/1/90



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE D9A BUSINESS CODE 03 COUNTY 71

# D2079325 P.A.    Religious    Close     Stock    Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u> Penalty
56	_____	For. Supplemental Cert.
54	_____	Foreign Resolution
53	_____	Certificate of Conveyance
73	_____	_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Turner Transportation Group, Inc.

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

George F. Turner  
655 W. Washington St  
Hagerstown, Md. 21740

TOTAL FEES 29

NOTE: \_\_\_\_\_

   Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY J.M.T.

LIBER 100-1000  
LAND RECORDS  
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND  
WASHINGTON COUNTY  
RECEIVED FOR RECORD

ARTICLES OF AMENDMENT  
OF  
TURNER'S TRANSIT, INC.

CHANGING ITS NAME TO:  
TURNER TRANSPORTATION GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 30, 1987 AT 3:03 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 20.00  
5.00

\$ \_\_\_\_\_

D2079325

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUN 22 1988  
GEORGE F. TURNER  
655 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

131C3010702

A 250877



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2583 2794

## ARTICLES OF INCORPORATION

## STAR WAREHOUSE AND DISTRIBUTION, INC.

A Maryland Close Corporation  
 Organized Pursuant to Title Four  
 Of The Corporations and Associations Article  
 Of The Annotated Code of Maryland

RECORD 5.00  
 A 1733CHCK 5.00  
 01988 6-17 A9:19

FIRST: I, Elmer Hull, whose post office address is 775 Frederick Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Star Warehouse and Distribution, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the ownership or rental of warehouse space and product handling; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 775 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles C. Clarke, Route 3, Box 299-A, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at \$100.00 par value per share.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Charles C. Clarke.

EIGHTH: (1) As used in this Article EIGHTH, any word

20000000  
 1988 206

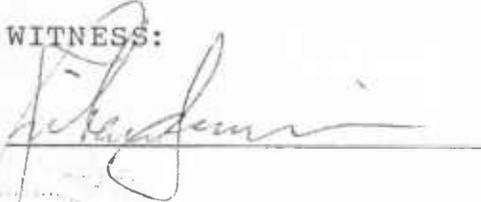
or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31<sup>st</sup> day of December, 1987, and I acknowledge the same to be my act.

WITNESS:

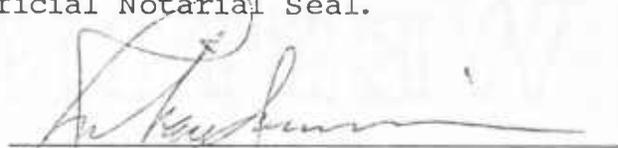


  
Elmer Hull

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 31<sup>st</sup> day of December, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Elmer Hull and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

  
Notary Public

2983 2267

My Commission Expires:  
July 1, 1990



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	Code _____
21	_____	Recordation Tax	ATTENTION: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standings	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Richard Lawnicella</u>
600	_____	Personal Property Reports and late filing penalties	<u>PO Box 1269</u>
	_____	Other	<u>Hagerstown Md</u>
	_____	Other	<u>21741-1269</u>

TOTAL FEES 40  
 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
STAR WAREHOUSE AND DISTRIBUTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 6, 1988 AT 8:15 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

5.00

SPECIAL  
FEE PAID:

\$

D2479053

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
RICHARD LAURICELLA  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

131C3010610

A 250795



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2983 2265

Received For Record June 17, 1988 at 9:19 o'clock amliber 38

Corporation Record RECORD .50  
RECORD .75  
A 1734CHCK 1.25  
01988 6-17 A9:19

SPECIAL MEETING OF THE BOARD OF DIRECTORS  
OF  
WRIGHT-GARDNER INSURANCE, INC.

A Special Meeting of the Board of Directors of Wright-Gardner Insurance, Inc. was held at its office at 49 Summit Avenue on December 16, 1987 at 7:00 A.M. for the special purpose of changing the resident agent of the corporation. Those in attendance were Michael A. Gardner, David L. Bowen, David C. Gardner, Hazel K. Sisk, Fred C. Wright, III, Harry A. Kendig, and Michael P. Manspeaker.

On motion duly made and unanimously approved, the following Resolution was adopted:

WHEREAS, the Board of Directors changes the resident agent of the Corporation from Fred C. Wright, Jr., 1406 The Terrace, Hagerstown, Maryland to Michael A. Gardner, 49 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

There being no further business the meeting adjourned.

*Michael A. Gardner*  
Michael A. Gardner, President

73628101

RESOLVED, I Michael A. Gardner, President, certify under the penalties of perjury that to the best of my knowledge, information and belief the above resolution is true in all respects.

12:06  
Date 87/12/16

*Michael A. Gardner*  
Michael A. Gardner

FILED  
AND TRANSCRIBED

APPROVED FOR RECORD  
12/20/87 at 0:21 P.M.

2982 1875



DOCUMENT CODE \_\_\_\_\_ BUSINESS CODE \_\_\_\_\_ COUNTY 21

# D024864 \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

\_\_\_\_\_  
(Transferor)

Surviving  
(Transferee) \_\_\_\_\_

AMOUNT	FEE REMITTED
_____	Organ. & Capitalization
_____	Rec. Fee (Arts. of Inc.)
_____	Rec. Fee (Amendment)
_____	Rec. Fee (Merger or Consolidation)
_____	Rec. Fee (Transfer)
_____	Rec. Fee (Dissolution)
_____	Rec. Fee (Revival)
_____	Foreign Qualification Cert. of Qual. or Req.
_____	Foreign Name Registration
_____	_____ Certified Copy _____
_____	Penalty
_____	For. Supplemental Cert. of Conveyance
<u>\$3.00</u>	Recording Fee
_____	Foreign Corporation
<u>\$5.00</u>	Special Fee
_____	For. Limited Partnership
_____	Cert. Limited Partnership
_____	Amendment to Limited Partnership
_____	Termination of Limited Partnership
_____	Recordation Tax
_____	State Transfer Tax
_____	Local Transfer Tax
_____	_____ Corp. Good Standings
_____	Foreign Corporation Registration
_____	_____ Limited Part. Good Standings
_____	Financial
_____	_____ Personal
_____	Property Reports and _____ late filing
_____	penalties
_____	Other _____
_____	Other _____

Name Change  
(New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Wright Gardner  
Immanu  
49 Summit Ave  
Hagerstown MD 21740

NOTE: \_\_\_\_\_

18.00

1 Check \_\_\_\_\_ Cash

Documents on 1 checks

RECEIVED BY: [Signature]

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS  
OF  
WRIGHT-GARDNER INSURANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 28, 1987 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 3.00 <sup>50</sup>/<sub>75</sub>

SPECIAL  
FEE PAID:

\$ 5.00

D0248641

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
WRIGHT GARDNER INSURANCE, INC.  
49 SUMMIT AVENUE  
HAGERSTOWN MD 21740

129C3010371

A 250482



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received For Record June 17, 1988 at 9:21 o'clock am liber 38 Corporation Record  
STATE

12-22-87 9:38w

ARTICLES OF AMENDMENT AND RESTATEMENT

RECORD 2.50  
A 1735CHCK 2.50  
01988 6-17 A9:21

ZION EVANGELICAL AND REFORMED CHURCH  
OF HAGERSTOWN, MARYLAND

9m

ZION EVANGELICAL AND REFORMED CHURCH OF HAGERSTOWN,  
MARYLAND, a Maryland Religious Corporation, having its principal  
office at 201 North Potomac Street, Hagerstown, Washington  
County, Maryland 21740 (hereinafter referred to as the  
"Congregation"), hereby certifies to the State Department of  
Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Constitution (Charter) of the Congregation is  
hereby amended by substituting in lieu thereof the following  
restatement:

DEC 22 AM 9 38

73548018

2983 1776

CONSTITUTION OF ZION EVANGELICAL AND REFORMED CHURCH,  
UNITED CHURCH OF CHRIST,  
HAGERSTOWN, MARYLAND

ARTICLE I

Of the Name and Object

Sec. 1.--This congregation shall be known by the name of "ZION EVANGELICAL AND REFORMED CHURCH, UNITED CHURCH OF CHRIST, HAGERSTOWN, MARYLAND". In this Constitution, the Congregation, in its corporate capacity, is sometimes called the "Corporation."

Sec. 2.--The avowed purpose of this Congregation shall be to worship God, to preach the gospel of Jesus Christ and to celebrate the Sacraments; to realize Christian fellowship and unity within the Congregation and the Church Universal; to render loving service toward mankind; and to strive for righteousness, justice and peace.

Sec. 3.--This Congregation shall be a part of the United Church of Christ.

Sec. 4.--The government of this Church is vested in its members, who exercise the right of control in all its affairs; subject, however, to the laws of the State of Maryland pertaining to religious corporations.

## ARTICLE II

### Officers and their Duties

Sec. 1.--The Officers of this Congregation shall be a pastor, nine elders and nine deacons, and shall be persons of twenty-one years of age or over. The Officers may also include one or more assistant or associate pastors.

Sec. 2.--The duty of the pastor shall be to preach the Gospel, administer the Sacraments and perform all other duties belonging to a Minister of Jesus Christ. The duty of the assistant or associate pastor shall be to assist the pastor in the performance of the pastor's duties.

Sec. 3.--The duties of the elders shall be in connection with the pastor to take the oversight of the Congregation, to exercise ecclesiastical discipline and to take heed that Christian order be maintained in all things, to see that their pastor together with their fellow elders and deacons, faithfully discharge their respective duties, to aid in visiting the sick

and to contribute according to their ability to the instruction, improvements and consolation of the members.

Sec. 4.--The duties of the deacons shall be to assist the other officers of the Congregation in promoting its general welfare, to collect the alms and other contributions which are designed for the relief of the poor, or the necessities of the congregation, to distribute the alms willingly and conscientiously and to provide for the support of the pastor.

Sec. 5.--The pastor, assistant or associate pastor(s), elders and deacons shall constitute the Consistory of the Congregation of which the pastor and each assistant or associate pastor shall be members ex officio. The pastor and assistant or associate pastors shall not be considered trustees under Maryland law. At its first regular meeting after January 1 of each year, the Consistory shall elect from its own elected members a president, vice president, secretary and treasurer for a term of one year. The Consistory may also elect one or more assistant secretaries and one or more assistant treasurers, including a Treasurer of Special Funds and a Treasurer of Benevolent Funds. A majority of the Consistory shall constitute a quorum.

Sec. 6.--The Consistory shall meet annually in the month of April, or such other month as may, from time to time be designated by the Consistory, for the transaction of the business of the Congregation, and also once during each month except

during the months of July and August, and at such other times as occasion may require.

Sec. 7.--In the Consistory and their successors in the office as trustees, under the Corporate name, style and title of ZION EVANGELICAL AND REFORMED CHURCH, UNITED CHURCH OF CHRIST, HAGERSTOWN, MARYLAND, or under any name by which the Congregation has previously been known, shall be vested the real, personal or mixed property of the Corporation. The same shall have charge of the management of all the temporal and fiscal affairs of the Congregation, and shall receive and hold for the benefit of said congregation any property, real, personal or mixed, which has heretofore been or may hereafter be given, conveyed, bequeathed or devised to said body corporate.

Sec. 8.--The Consistory shall have power to adopt and use a seal.

Sec. 9.--The elders and deacons comprising the Consistory shall serve as trustees of the Corporation and shall, in addition to all other powers conferred by this Constitution or the By-laws, have all the powers of trustees under Maryland law.

Sec. 10.--The Consistory shall establish and maintain a record book in which the proceedings of the Corporation are recorded, in accordance with Maryland law.

## ARTICLE III

## Elections

Sec. 1.--Every member in full communion with this Church and who annually contributes according to his or her ability to its support is entitled to vote for pastors, elders or deacons, or on any matter touching the doctrine or discipline of the Church.

Sec. 2.--Any persons shall be eligible as pastor of this Congregation who is, at the time of his or her election, a Minister of the United Church of Christ.

Sec. 3.--Three elders and three deacons shall be elected annually at a Congregational Meeting to be held during the month of November or December at a time designated by the Consistory for a term of three years beginning January 1 following the election. In addition, such deacons and elders shall be elected to fill the remaining full years of the term of a retiring deacon or elder, to the end that the Consistory shall, at all times, be composed of nine elders and nine deacons whose terms shall be such that the terms of not more than three deacons and three elders shall expire during the same year. After serving two full consecutive terms, no elder shall be eligible for re-election or election to either of these offices before one year has passed, and no deacon shall be eligible for re-election to the office of deacon before one year has passed.

Sec. 4.--Nominations for the offices of elder and deacon shall be made by the Consistory, which shall present the name or names of one or more persons for each office to be elected. Public notice of the nominations and the date of the annual election shall be given from the pulpit at least three weeks before the election and notice thereof shall be published in the weekly Bulletin at least three (3) weeks prior to the annual election. In addition, any member of the Congregation may make a nomination for any of the offices of elder or deacon to be filled at the annual election, by submitting such nominations in writing with the consent of the nominee and signed by the respective members making such nominations, either to the President or the Secretary of the Consistory at any time not later than one (1) week prior to the annual election. Such nominations so made by the Consistory or upon nomination by a member shall be reported to the Congregation by the Secretary at the meeting of the Congregation at which the annual election shall be held, and the said Congregation shall, from this list of nominations, select one candidate for each office to be filled. A person shall not be voted for unless regularly nominated. All nominees must be in full communion with the Church and earnestly devoted to the cause of Christ.

Sec. 5.--Whenever a vacancy in the office of elder or deacon occurs by death, or resignation, or in any other way, the Consistory may fill the vacancy for the remainder of the current year.

## Article IV

## Selection of Pastor and Assistant Pastors

Sec. 1.--It shall be the responsibility of the Pulpit Committee, appointed by the Consistory, to seek a candidate for a vacancy in the office of pastor.

Sec. 2.--The pastor shall be elected by the Congregation, at a meeting of the Congregation called for that purpose, upon the vote of a majority of those members present, and shall serve for an indefinite period, and shall serve as pastor at the pleasure of the Consistory.

Sec. 3.--The Consistory may, in its discretion, appoint one or more assistant or associate pastors, who may be selected or removed in the same manner as established in this Constitution for the selection and removal of the pastor.

Sec. 4.--The Consistory may confer upon any pastor who has previously served the Congregation as its pastor the honorary designation of pastor emeritus.

## ARTICLE V

Qualifications for Membership  
and Duties of Members

Sec. 1.--To constitute any person a member of this Congregation he or she must possess the qualifications and be received according to the mode prescribed and required by the United Church of Christ and this Constitution.

Sec. 2.--Membership in this Congregation shall be open to any person who has been baptized, has been confirmed or has made public confession of faith in Jesus Christ as Lord and Savior.

Sec. 3.--Members shall pledge themselves to attend the regular worship of the church and the celebration of the Lord's Supper; to live the Christian life; to share in the life and work of the church; to contribute to its support and benevolences; and to seek diligently the spiritual welfare of the membership and the community.

Sec. 4.--Any member may upon request, be granted a letter of transfer by the pastor, an assistant or associate pastor or the Consistory.

Sec. 5.--A member whose address has long been unknown or who for a period of two years, in spite of spiritual care, has not

attended the church's worship or contributed to its support, may, by recommendation of the elders, be removed from the membership roll and placed on an inactive list.

Sec. 6.--If a member persistently breaches his or her covenant vows, the Consistory, after due notice has been given and a hearing before the Consistory offered, and after faithful efforts have been made to bring the member to amendment in accordance with the law of Christ, may censure the member or remove the member from the membership of the Congregation.

ARTICLE VI  
Charitable Status

Sec. 1.--The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

Sec. 2.--The Corporation is a corporate entity organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members,

officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Constitution, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Sec. 3.--The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Sec. 4.--The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Sec. 5.--The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Sec. 6.--The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Sec. 7.--The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE VII

## Place of Worship and Resident Agent

Sec. 1.--The address of the principal place of worship of the Corporation is 201 North Potomac Street, Hagerstown, Maryland 21740.

Sec.2.--The name and address of the resident agent of the Corporation are as follows: Margaret B. Wagner, President of the Consistory, 282 Potomac Heights, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

## ARTICLE VIII

## Perpetual Existence

The existence of the Corporation shall be perpetual.

## ARTICLE IX

## Dissolution

In the event of the dissolution of the Corporation, the Consistory shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose

of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Consistory shall determine; subject, however, to the limitations contained in any will, trust instrument or in any similar controlling instrument, judgment or decree governing the distribution of any assets or funds of the Corporation upon dissolution. Any such assets not so disposed of shall be disposed of by the Circuit Court for Washington County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

#### ARTICLE X

##### By-laws Authorized

The Consistory may from time to time enact such By-Laws for their government in the transaction of business as the Consistory may deem necessary, provided, however, they do not conflict with this Constitution.

## ARTICLE XI

## Amendments

This Constitution or any part of it may be altered or amended by a vote of two-thirds of the members present at a meeting called for the purpose, provided at least two weeks previous notice shall be given.

SECOND: By action duly taken by the Consistory of the Corporation at a meeting scheduled for that purpose, pursuant to and in accordance with Section 5-308(b)(1) of the Corporations and Associations Article of the Annotated Code of Maryland, the Consistory, by resolution, declared the foregoing amendment and restatement of the Constitution to be advisable; and thereafter, the Consistory called a meeting of the members of the Congregation for the purpose of voting on the amendment and restatement in accordance with Section 5-308(b)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, having first given ten days' written notice of the time, place and purpose of the meeting to each member of the Congregation in accordance with Section 5-308(c) of the Corporations and Associations Article of the Annotated Code of Maryland; and at said meeting, the Congregation approved the amendment and restatement of the Constitution as set forth in these Articles by the affirmative vote of a majority of the members present at the meeting.

IN WITNESS WHEREOF, the Congregation has caused these presents to be signed by the Trustees of the Congregation who declared the resolution amending the Constitution to be advisable, this 7th day of December, 1987.

Stephen L. Kauffman  
Stephen L. Kauffman, Deacon

Anne G. Kaylor  
Anne G. Kaylor, Deacon

JoAnn M. Myers  
JoAnn M. Myers, Deacon

Keith H. Patterson  
Keith H. Patterson, Deacon

Mary M. Roth  
Mary M. Roth, Deacon

Lisa L. Saum  
Lisa L. Saum, Deacon

Ronald L. Schlotterbeck  
 Ronald L. Schlotterbeck, Deacon

John L. Schnebly  
 John L. Schnebly, Deacon

William C. Wantz  
 William C. Wantz, Deacon

Ethel C. Hohman  
 Ethel C. Hohman, Elder

Jean H. Kefauver  
 Jean H. Kefauver, Elder

David E. Ridenour  
 David E. Ridenour, Elder

Mary E. Roulette  
 Mary E. Roulette, Elder

David S. Schwartz  
 David S. Schwartz, Elder

William R. Shaffer  
William R. Shaffer, Elder

Joseph C. Snavely, Jr.  
Joseph C. Snavely, Jr., Elder

Charles J. Summers  
Charles J. Summers, Elder

Margaret B. Wagner  
Margaret B. Wagner, Elder

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY that on this 17<sup>th</sup> day of December, 1987, personally appeared Margaret B. Wagner, known to me to be the President of the Consistory of Zion Evangelical and Reformed Church of Hagerstown, Maryland, and who, being first duly sworn, made oath in due form of law that the matters and facts contained in these Articles are true.

WITNESS my hand and Official Notarial Seal.



Donna R. Schuur  
Notary Public

My Commission Expires: 7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

957

DOCUMENT CODE 13A BUSINESS CODE 16 COUNTY 71

# 0249953 ✓ P.A. Religious Close Stock Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) <u>Zion Evangelical</u>
62	<u>10</u>	Rec. Fee (Amendment)	<u>and Reformed Church,</u>
63	_____	Rec. Fee (Merger or Consolidation)	<u>United Church of Christ,</u>
64	_____	Rec. Fee (Transfer)	<u>Hagerstown, Maryland</u>
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Name
66	_____	Rec. Fee (Revival)	<input type="checkbox"/> Change of Principal Office
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	<input checked="" type="checkbox"/> Change of Resident Agent Address
51	_____	Foreign Name Registration	
13	_____	Certified Copy	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>William Wantz</u>
600	_____	Personal Property Reports and late filing penalties	<u>123 W. Washington St</u>
	_____	Other	<u>Hagerstown, Md</u>
	_____	Other	<u>21740</u>

TOTAL 10 ✓  
ES  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE: \_\_\_\_\_

THE ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
ZION EVANGELICAL AND REFORMED CHURCH OF  
HAGERSTOWN, MARYLAND

CHANGING ITS NAME TO:  
ZION EVANGELICAL AND REFORMED CHURCH, UNITED  
CHURCH OF CHRIST, HAGERSTOWN, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 22, 1987 AT 9:38 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

19

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

\$ 10.00

\$ \_\_\_\_\_

2.50

D0249953

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
WILLAM WANTZ  
123 W. WASHINGTON ST.  
HAGERSTOWN

MD 21740

128C3010242

A 250376



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2983 1775

Received For Record June 17, 1988 at 9:21 o'clock am liber 38 Corporation Record

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

HESCO, INC.

RECORD 7.00  
A 1736CHK 7.00  
01988 6-17 A9:21

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
APPROVED FOR RECORD

12-23-87

9:46

J

THIS IS TO CERTIFY:

FIRST: That Hesco, Inc. does hereby Amend and Restate its charter. That this Amendment and Restatement was adopted and declared advisable by a resolution of the Board of Directors of Hesco, Inc. and submitted for consideration and approval by the Stockholders of Hesco, Inc. at a special meeting of stockholders on the 26th day of October, 1987 and the Amendment and Restatement was unanimously approved by all stockholders at said meeting. Upon acceptance by the State Department of Assessments & Taxation, these Articles of Amendment and Restatement shall supersede all prior charter documents.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is:

HESCO, INC.

THIRD: The purpose or purposes for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

(a) To manufacture, construct, engineer, produce, and sell engraving and plastic molding, hot stamping, tool and die making, laminating, metal photo fabrication, and to engage in industrial engineering and planning.

(b) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be

1987 NOV -2 A 8:52

1987 DEC 23 AM 9:46

73578093

2983 1621

necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(c) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bond or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights whether at the time owned or thereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other obligation of the Corporation for its corporate purposes.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to Corporations which are contained in the General Laws of this State.

✓  
FOURTH: The principal office of said Corporation shall be 720 North Mulberry Street, Hagerstown, Maryland. The resident agent of the Corporation is Max O. Mogensen, whose post office address is 1705 Mt. Aetna Road, Hagerstown, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Thousand (1,000) Class A voting shares and Nine Thousand (9,000) Class B non-voting shares, all of which shares are non-assignable common stock with a par value of Ten (\$10.00) Dollars per share and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased by a majority of the Board of

Directors pursuant to the By-Laws of the Corporation; if there is stock outstanding and there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The initial directors are: Max O. Mogensen, Sr., Marjorie I. Mogensen, and Max O. Mogensen, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in these Articles of Amendment and Restatement and the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of

Directors of this Corporation, which shall authorize any such contract or transaction, and may vote at said meeting to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences or indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of the Class A voting shares outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the

2983 1626

Board of Directors in its discretion may determine, and at such prices as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance for such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase,

lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning herein as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, the authorized officers have executed these Articles of Amendment and Restatement this 28 day of October, 1987.

ATTEST: HESCO, INC.

BY: Marjorie I. Mogensen  
Secretary

BY: Max O. Mogensen  
Max O. Mogensen, President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of October, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Max O. Mogensen, President of Hesco, Inc. and Marjorie I. Mogensen, Secretary and each acknowledged the execution hereof as their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose   
Notary Public

My Commission Expires:  
July 1, 1990



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 136 BUSINESS CODE 03 COUNTY 71

# D0420703 P.A.  Religious  Close   Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	<u>28</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	Change of Name
50	_____	Cert. of Qual. or Reg.	Change of Principal Office
51	_____	Foreign Name Registration	Change of Resident Agent
13	_____	Certified Copy	Change of Resident Agent Address
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
73	_____	Cert. of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: _____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Miller, Oliver, Lauricella, et al</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 1269</u>
	_____	Other _____	<u>Hagerstown, Md. 21741</u>
	_____	Other _____	

TOTAL FEES 28

Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

NOTE:

THE ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
HESCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **DECEMBER 23, 1987** AT **9:46** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 28.00  
7.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D0420703

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
MILLER, CLIVER, LAURICELLA, ETAL.  
P. O. BOX 1269  
HAGERSTOWN MD 21741

128C3010211

A 250345



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2963 1520

Received For Record June 17, 1988 at 9:21 o'clock am liber 38 Corporation Record

STATE DEPARTMENT OF ASSESSMENTS  
AND REVENUE

APPROVED

12-31-87

9:15 A

ARTICLES OF INCORPORATION

McCLURE'S FOODS, INCORPORATED

RECORD 5.00  
A 1737CHCK 5.00  
01988 6-17 A9:21

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is McClure's Foods, Incorporated (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of selling prepared foods and related products at retail and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 138 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is William McC. Schildt, 138 West Washington Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000), all of one class called Common Stock. The par value

73658134

2983 1344

of each share of Common Stock is One Dollar (\$1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be one (1), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The name of the director who shall serve until the first annual meeting of the stockholders and until his successor is elected and qualifies is William McC. Schildt.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law but shall not be required to purchase or maintain insurance on behalf of such persons.

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 20th day of December, 1987.

WITNESS:

Gren M. Spont

William McC. Schildt  
William McC. Schildt



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0202 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>40</u>	Organ. & Capitalization
61	<u>00</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: William Schiest

MAIL TO ADDRESS: Strite, Schiest & Varner  
138 W. Washington St  
Hagerstown, Md

NOTE: 21740

TOTAL FEES 40.00  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
\_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
MCCLURE'S FOODS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 31, 1987 AT 9:15 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00  
5.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D2476505

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988  
RETURN TO:  
STRITE, SCHILDT & VARNER  
ATTN: WILLIAM SCHILDT  
138 WEST WASHINGTON STREET  
HAGERSTOWN MD 21740

128C3010165

A 250304



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2983 1343

Received For Record June 17, 1988 at 9:22 o'clock am liber 38

02 #1883

PROPERTY INSPECTIONS UNLIMITED, INC.  
a Close Corporation

G1988 2-16A11:48

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Robert K. Weeks and Linda D. Weeks, whose post office address is 1707 Youngstoun Drive, Hagerstown, Maryland 21740, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is

PROPERTY INSPECTIONS UNLIMITED, INC.

RECORD 5.00  
A 1738CHCK 5.00  
01988 6-17 AP:22

THIRD: The purposes for which the Corporation is formed and the businesses or objects to be carried on by it are as follows:

1. To inspect buildings and their electrical, plumbing, heating and air conditioning fixtures and appliances for prospective purchasers of property and lenders who may finance the acquisition of property located either in the State of Maryland or in other adjoining states.
2. To abide by the standards of the American Society of Home Inspectors in conducting said inspections.
3. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.
4. To manufacture, purchase, or otherwise acquire, own,

92 b v 61 100 186 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 3  
10/19/87 at 9:26 2292 #23915

mortgage, lease, improve, pledge; sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description.

FOURTH: The post office address of the principal office of the corporation in this State is 1707 Youngstoun Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this state is Robert K. Weeks, 1707 Youngstoun Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The number of Directors of the Corporation shall be two (2) which number may be increased pursuant to the by-laws of the Corporation. The names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Robert K. Weeks and Linda D. Weeks.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be

perpetual.

NINTH: The Corporation shall be a close corporation and may have less than three (3) Directors.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 16th day of October, 1987.

WITNESS:

<u>J Russell Robinson</u>	<u>Robert K. Weeks</u> (SEAL)
<u>as to both</u>	<u>Linda D. Weeks</u> (SEAL)
	Linda D. Weeks

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 16th day of October, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert K. Weeks and Linda D. Weeks, and severally acknowledged the signing of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Official Notarial Seal the day and year last above written.

J Russell Robinson  
Notary Public

My Commission Expires:  
July 1, 1990

J. RUSSELL ROBINSON  
Notary Public  
Washington County  
Maryland



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

977

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

701

#

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE

AMOUNT

FEE REMITTED

20  
61  
62  
63  
64  
65  
66  
52  
50  
51  
13  
56  
54  
73

20  
20

Organ. & Capitalization  
Rec. Fee (Arts. of Inc.)  
Rec. Fee (Amendment)  
Rec. Fee (Merger or Consolidation)  
Rec. Fee (Transfer)  
Rec. Fee (Dissolution)  
Rec. Fee (Revival)  
Foreign Qualification  
Cert. of Qual. or Reg.  
Foreign Name Registration  
Certified Copy  
Penalty  
For. Supplemental Cert.  
Cert. of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

80  
83  
84  
85  
21  
22  
23  
31  
NA  
87  
71  
600

Special Fee  
For. Limited Partnership  
Cert. Limited Partnership  
Amendment to Limited Partnership  
Termination of Limited Partnership  
Recordation Tax  
State Transfer Tax  
Local Transfer Tax  
Corp. Good Standings  
Foreign Corporation Registration  
Limited Part. Good Standings  
Financial  
Personal Property Reports and late filing penalties  
Other  
Other

Code

ATTENTION:

MAIL TO ADDRESS:

J. Russell Robinson  
81 W. Washington St  
Hagerstown, Md  
21740

TOTAL  
FES

40

Check

Cash

Documents on checks

APPROVED BY:

PCM

NOTE:

*Indep*

*Maryland*  
*per Mary Ann Shuttell*  
*Clerk*

State of Maryland,  
Talbot County, To-wit  
Recorded the 16th day of  
Feb. 1988, at 11:48  
Book A to be recorded, and  
same day recorded in Liber MA 2  
No. 28 folio 22 one of the  
Corporate Record Books of  
Talbot County

LIBER **28** PAGE **26**

ARTICLES OF INCORPORATION  
OF  
PROPERTY INSPECTIONS UNLIMITED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **OCTOBER 19, 1987** AT **9:26** O'CLOCK **A.M.** AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20.00</u>	\$ <u>20.00</u>	\$ _____
	<u>5.00</u>	
	<u>D2435980</u>	

TO THE CLERK OF THE COURT OF **WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUN 22 1988

RETURN TO:  
J. RUSSELL ROBINSON  
81 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

080C3011502

A 244567



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.  
~~2967 2595~~  
3012 2044

RECORD 5.00  
A 3066CHCK 5.00  
01922 6-29A11:12

2-16-88 10:00a

HOUSE OF KOBE, INC.  
ARTICLES OF REVIVAL

First: The name of the corporation at the time the charter was forfeited was House of Kobe, Inc.

Second: The name which the corporation will use after revival is House of Kobe, Inc.

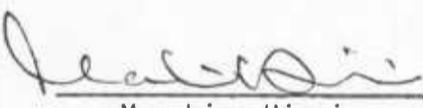
Third: The name and address of the resident agent is  
Masahiro Hirai  
131 Catawba Place  
Hagerstown, MD 21740

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

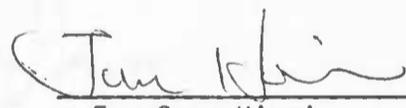
Fifth: At or prior to the filing of these Articles of Revival, the corporation has:  
(a) Paid all fees required by law;  
(b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;  
(c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state:  
757 Dual Highway  
Hagerstown, MD 21740

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.



Masahiro Hirai  
Last Acting President



Eun Soon Hirai  
Last Acting Secretary

80478210

80478209

1987 DEC 29 A 8:55



2997 1466

1988 FEB 11 A 10:21

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, MASAMIRO HIRAI of HOUSE OF HOBE, INC.  
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

*Masamiro Hirai*  
MASAMIRO HIRAI  
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on December 22, 1987 before me, the  
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared  
(insert name or county for which notary is appointed)

Masamiro Hirai and made oath under the penalties of  
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

*Martha B. Schwartz*  
(Signature of notary public)

My Commission Expires July 1, 1990

My Commission expires \_\_\_\_\_.

1988 FEB 16 P 432

2997 1467



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18 6

BUSINESS CODE

03

COUNTY

71

# 1349976

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate of Conveyance
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600	28	Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

House of Kobe, Inc  
757 Duell Hwy  
Hagerstown, Md  
21740

NOTE:

TOTAL FEES

78

Check

Cash

Documents on two checks

APPROVED BY:

[Signature]

THE ARTICLES OF REVIVAL  
OF  
HOUSE OF KOBE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 16, 1988 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 5.00  
20.00

SPECIAL  
FEE PAID:

\$ 30.00

D1349976

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
HOUSE OF KOBE, INC.  
757 DUEL HIGHWAY  
HAGERSTOWN

MD 21740

161C3012266

A 254445



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2997 1465

RECORD .50  
A 3067CHCK .50  
01988 6-29A11:18

CERTIFICATE OF ARTICLES OF MERGER

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED (A MD CORP.)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is ENVIRONMENTAL AIR CONTROL COMPANY, INC. (A DE CORP.) SURVIVOR

3) The Articles were accepted for record on 12/29/87, at 11:13 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 21st day of JANUARY, 1988.



*Paul B. Anderson*

PAUL B. ANDERSON  
Assistant Corporate Administrator

RECORD .50  
A 3070CHCK .50  
01988 6-29A11:19

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_  
KEN BYRD'S AUTO SALES, INC. (A MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_  
JAMES J. CORSI and DORIS VIRGINIA CORSI, his wife (INDIVIDUALS) TRANSFEREES

3) The Articles were accepted for record on 2/3/88, at 9:59 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 8th day of FEBRUARY, 1988.



*Paul B. Anderson*

PAUL B. ANDERSON  
Assistant Corporate Administrator

1988 2425

RECORD .50  
A 3071CHCK .50  
0176 06-29A11:20

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT  
Washington County  
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is \_\_\_\_\_

MELWOOD CORPORATION (A MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is \_\_\_\_\_

JULIE MARIE BARR (AN INDIVIDUAL) TRANSFEREE

3) The Articles were accepted for record on 2/19/88, at 9:23 AM



As Witness my hand and the Official seal of the said Department at Baltimore this 22nd day of FEBRUARY, 19 88.

*Paul B. Anderson*

PAUL B. ANDERSON  
Assistant Corporate Administrator

2993 1331

2022/1

M.P.W. DEVELOPERS, INC.

RECORD 5.00  
A 3073CHCK 5.00  
01988 6-29A11:20

ARTICLES OF INCORPORATION

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is M.P.W. Developers, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To purchase, improve, lease, develop, exchange, sell, manage, operate and otherwise deal in real estate and other businesses and investments.
2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.
4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.
5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 325 Weaver Avenue, Maugansville, Maryland 21767. The name and post office address of the Resident Agent of the Corporation in Maryland is James S. Martin, 325 Weaver Avenue, Maugansville, Maryland 21767. Said Resident Agent is an individual actually residing in Maryland.

1988 FEB 22 P 9 30

80538250 2997 0075

2/22/88 9:30 a.m.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, having a par value of Ten (\$10.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Ellen P. Martin  
Ethel P. Martin  
Mary P. Wilfong

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or

otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 18<sup>th</sup> day of February, 1988.

WITNESS:

Nancy C. Boyer

E. Kenneth Grove, Jr.  
E. Kenneth Grove, Jr.



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
3	_____	Certificate of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: <u>Boyer, Esq.</u>
21	_____	Recordation Tax	<u>Mayer, C.</u>
22	_____	State Transfer Tax	<u>Boyer, Esq.</u>
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: <u>Mayers</u>
71	_____	Financial	<u>+ Young, P.A.</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 1267</u>
	_____	Other	<u>Hagerstown, MD</u>
	_____	Other	<u>21741-1267</u>

TOTAL FEES

76.00

Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION  
OF  
M.P.W. DEVELOPERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 22, 1988 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

02505527

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
MEYERS & YOUNG, P.A.  
ATTN: NANCY C. BOYER, ESQUIRE  
P. O. BOX 1267  
HAGERSTOWN MD 21741 1267

162C3010012

A 254476



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2997 0074

RECORDS  
A 307 CHICK  
0128 6-29-11:2

RECEIVED FOR RECORD ON  
JUNE 29, 1988 at 11:20 A.M.  
CORPORATION LIBER 38

STATE DEPARTMENT OF ASSOCIATIONS  
AND TAXATION

991

2/19/88 9:17

CHAPMAN FINE BUILDING & RESTORATION, LTD. .m.

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Chapman Fine Building & Restoration, Ltd.

THIRD: The purposes for which the Corporation is formed are:

- (1) To engage in the business of construction, home improvements, and restoration; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 428 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Stephen Allen Chapman, 428 West Washington Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:  
Stephen Allen Chapman

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

80508070

2996 2153

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16<sup>th</sup> day of February, 1988, and I acknowledge the same to be my voluntary act and deed.

Howard A. Ridge  
Witness

Roger Schlossberg  
Roger Schlossberg (SEAL)  
2998 2154



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

993

DOCUMENT CODE 02 6 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
3	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_ Change of Name  
 \_\_\_\_\_ Change of Principal Office  
 \_\_\_\_\_ Change of Resident Agent  
 \_\_\_\_\_ Change of Resident Agent Address  
 \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: Roger Schlossberg, Esq.

MAIL TO ADDRESS: 134 West Washington Street Hagerstown, MD 21740

NOTE:

TOTAL FEES

40.00  
\_\_\_\_\_ Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
CHAPMAN FINE BUILDING & REISTERSTOWN, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **FEBRUARY 19, 1988** AT **9:17** O'CLOCK **A.M.** AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

*5.00*  
\$ 20.00

SPECIAL  
FEE PAID:

\$ 1

D2503738

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
ATTN: ROGER SCHLOSSBERG, ESQUIRE  
134 WEST WASHINGTON STREET  
HAGERSTOWN MD 21740

MAILED JUL 7 1988

160C3012031

A 254254



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2996 2152

ARTICLES OF INCORPORATION  
GREENWALD ENTERPRISES, INC.

RECORD 5.00  
A 3075CHCK 5.00  
01988 6-29A11:21

*amb*

FIRST: I, Melvin C. Greenwald, whose post office address is 29 North Prospect Street, Hagerstown, Maryland, 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is "GREENWALD ENTERPRISES, INC."

THIRD: The purposes for which the Corporation is formed are:

(1) To own, maintain, lease, and operate interests in real estate; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 Western Maryland Parkway, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Melvin C. Greenwald, 29 North Prospect Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of \$100.00 per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except that

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

July 16, '88 at 10:41 a. .m.

17:01 NY 91 93J 8861  
30478497

2996 0401

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Melvin C. Greenwald and Richard M. Greenwald.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of January, 1988, and I acknowledge the same to be my act.

WITNESS:

Gertrude Johnson

Melvin C. Greenwald  
Melvin C. Greenwald

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO-WIT:

I HEREBY CERTIFY, That on this 14th day of January, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin C. Greenwald and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Barbara P. Spaid  
Notary Public

My Commission Expires:  
July 1, 1990

2996 0403



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: Richard H. Lauricella

MAIL TO ADDRESS: Miller, et al., 28 W. Washington St. P.O. 1269 Wagerstown, Md. 21741-1269

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: amb

NOTE:

ARTICLES OF INCORPORATION  
OF  
GREENWALD ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 16, 1988 AT 10:41 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

02503035

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
MILLER & ETAL.  
ATTN: RICHARD W. LAURICELLA  
28 W. WASHINGTON ST.,  
P. O. BOX 1269  
HAGERSTOWN

MD 21741 1269

159C3011891

A 254127



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2996 0400

2/8/88 10:27 AM

RECORD 5.50  
A 30770CCK 5.50  
01988 6-29A11:22  
1988 FEB -8 AM 10:27

THE REICHARD SUPPLY COMPANY  
ARTICLES OF VOLUNTARY DISSOLUTION

THE REICHARD SUPPLY COMPANY, a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1315 Oak Hill Avenue, Hagerstown, Maryland 21740. ✓

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Daniel L. Reichard, 1315 Oak Hill Avenue, Hagerstown, Maryland 21740. ✓

FOURTH: The name and address of each director of the Corporation are as follows:

- Daniel L. Reichard 1315 Oak Hill Avenue  
Hagerstown, Maryland 21740
- Catherine D. Reichard 1315 Oak Hill Avenue  
Hagerstown, Maryland 21740
- James R. Reid, Jr. 1230 Murdock Avenue  
Hagerstown, Maryland 21740

FIFTH: The name, title and address of each officer of the Corporation are as follows:

- Daniel L. Reichard 1315 Oak Hill Avenue  
President/Treasurer Hagerstown, Maryland 21740
- Catherine D. Reichard 1315 Oak Hill Avenue  
Secretary Hagerstown, Maryland 21740

SIXTH: The voluntary dissolution of the Corporation was approved in the



80478590

80478589

2996 2982

1988 FEB 16 AM 9:32

manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, The Reichard Supply Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 31st day of December, 1987, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of The Reichard Supply Company and, under the penalties of perjury, that the matters and facts set

2996 2983

forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

THE REICHARD SUPPLY COMPANY

Catherine D. Reichard  
Catherine D. Reichard, Secretary

BY: Daniel L. Reichard  
Daniel L. Reichard, President

2996 2984

RECEIVED FEB 4 1988 1003



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

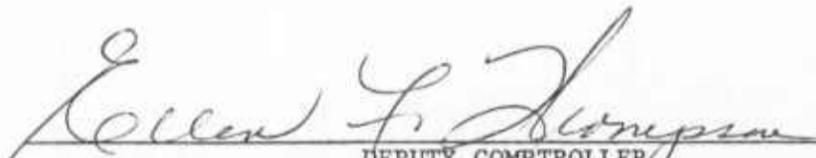
The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE REICHARD SUPPLY COMPANY  
have been paid.

WITNESS my hand and official seal this

2ND day of FEBRUARY A.D. 1988.

  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

2996 2985

RECEIVED JAN 7 1988

OFFICE OF  
**TODD L. HERSHEY**  
**COUNTY TREASURER**  
 COURT HOUSE ANNEX  
 HAGERSTOWN, MARYLAND 21740  
 Telephone (301) 791-3173  
 MARCOM 249-3173  
 VOICE/TTY (301) 791-3175



RONALD L. BOWERS  
 President  
 RICHARD E. ROULETTE  
 Vice President  
 R. LEE DOWNEY  
 LINDA C. IRVIN  
 MARTIN L. SNOOK

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

January 5, 1988

RE: The Reichard Supply Company

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

The Reichard Supply Company

have been paid to and including the fiscal year July 1, 1987 thru June 30, 1988.

Todd L. Hershey,  
 Treasurer for Washington County,  
 Maryland

mt

2996 2986

CITY OF HAGERSTOWN  
Office of the Treasurer & Tax Collector  
1 East Franklin Street  
Hagerstown, Maryland 21740  
(301) 790-3200 ext. 153

January 7, 1988

RECEIVED JAN 8 1988

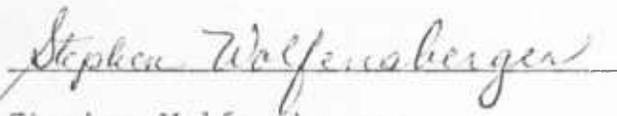
Strite, Schildt & Varner  
138 West Washington Street  
Hagerstown, Maryland 21740

RE: Tax Clearance - Reichard Supply Company

This is to certify that the books and records of the City of Hagerstown, Maryland show that all personal property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the City of Hagerstown by:

The Reichard Supply Company  
(Corporate I.D. #D-0180646)

have been paid to and including fiscal year July 1, 1987 to June 30, 1988.

  
Stephen Wolfensberger,  
Treasurer and Tax Collector  
Hagerstown, Maryland

2996 2987



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19

BUSINESS CODE

03

COUNTY

71

# 00180646

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	22	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent

Code

ATTENTION: James D. Johnson, Jr. Esq.

MAILED JUL 7 1988

MAIL TO ADDRESS: Stites, Scheldt + Varner, 138 West Washington Street, Hagerstown, MD 21740

NOTE:

affidavit of no property was filed!

TOTAL FEES

\$52.00

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

THE ARTICLES OF DISSOLUTION  
OF  
THE REICHARD SUPPLY COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 8, 1988 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 5.50  
22.00

SPECIAL  
FEE PAID:

\$ 30.00

D0180646

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
JAMES D. JOHNSON, JR., ESQ.  
STRITE, SCHILDT & VARNER  
138 WEST WASHINGTON STREET  
HAGERSTOWN MD 21740

158C3011844

A 254078



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2996 2981

RECORD 5.00  
A 3078CHCK 5.00  
01988 6-29A11:22

MELWOOD CORPORATION  
ARTICLES OF REVIVAL

2-17-88

10:35W

Melwood Corporation, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Melwood Corporation.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Melwood Corporation, which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 2605 Breezewood Drive, Hagerstown, Maryland, and said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Kendra K. Lookbaugh, 2605 Breezewood Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 12th day of January, 1988.

ATTEST:

MELWOOD CORPORATION

*David K. Lookbaugh*  
David K. Lookbaugh  
Last Acting Secretary

1988 FEB 12 11 35 AM  
*Kendra K. Lookbaugh* (SEAL)  
Kendra K. Lookbaugh  
Last Acting President

2996 2968  
80498036

Schlossberg, P. A.  
Attorneys at Law  
1st Washington Street  
Hagerstown, Maryland 21740  
Area Code 301  
739 8610

The undersigned, the last acting President and Secretary of Melwood Corporation, who executed on behalf of said Corporation the foregoing Articles of Revival of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

DATED: January 12, 1987

*Kendra K. Lookabaugh*  
Kendra K. Lookabaugh  
Last Acting President

*David K. Lookabaugh*  
David K. Lookabaugh  
Last Acting Secretary

CONFIDENTIAL RECEIPT  
MELWOOD CORPORATION  
HAGERSTOWN, MD

2996 2969

Roger Schlossberg, P. A.  
Attorneys at Law  
154 West Washington Street  
Hagerstown, Maryland 21740  
Area Code 301  
739 8610

1010



STATE OF MARYLAND  
**COMPTROLLER OF THE TREASURY**  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

**GENERAL ACCOUNTING DIVISION**  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

MELWOOD CORPORATION

have been paid.

WITNESS my hand and official seal this

10TH day of FEBRUARY A.D. 1988.

*Patricia A. Meekal*

DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

2996 2970

PS-409



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 71

# D0149609

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Reg., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standings, Foreign Corporation Registration, Limited Part. Good Standings, Financial, Personal Property Reports and late filing penalties, Other.

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS: Roger Schlossberg, 134 W. Wash. St, Hagerstown Md, 21740

NOTE: File 1st

TOTAL FEES

56

Check Cash

Documents on checks

APPROVED BY: [Signature]

1012

THE ARTICLES OF REVIVAL  
OF  
MELWOOD CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 17, 1988 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$ 30.00

D0149609

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
ROGER SCHLOSSBERG  
134 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

158C3011841

A 254075



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO: 2996 2967

ARTICLES OF VOLUNTARY DISSOLUTION  
OF  
ROBERT E. BYLER, M.D., P.A.

RECORD 5.00  
A 3079CHCK 5.00  
01988 6-29A11:23

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1185 Mt. Aetna Road, Hagerstown, Maryland 21740. ✓

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is: ✓

Robert E. Byler, M.D.  
1185 Mt. Aetna Road, Hagerstown, Maryland 21740

FOURTH: The names and addresses of each Director of the Corporation are as follow:

Robert E. Byler, M.D. 112 Martin Circle Hagerstown, MD 21740	Lora S. Byler 112 Martin Circle Hagerstown, MD 21740
--	--

FIFTH: The name, title and post office address of each officer of the Corporation are as follows:

Robert E. Byler, M.D. 1185 Mt. Aetna Road, Hagerstown, MD 21740	President & Treasurer
Lora S. Byler 112 Martin Circle, Hagerstown, MD 21740	Secretary

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized by the holders of all the issued and outstanding stock by the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

1988 FEB 16 P 9 18

80478574

APPROVED FOR RECORD

2/16/88 at 9:18 a.m.

2834

IN WITNESS WHEREOF: Robert E. Byler, M.D., P.A. has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 18 day of Dec, 1987.

Attest to Signature and Corporate Seal:

ROBERT E. BYLER, M.D., P.A.

Lora S Byler  
Secretary

By: Robert E. Byler, MD  
President

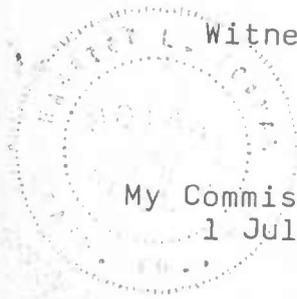
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 18th day of December, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Byler, President of Robert E. Byler, M.D., P.A. personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Harriet L. Bauman  
Notary Public

My Commission Expires:  
1 July 1990



STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 18th day of December, A.D., 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lora S. Byler, who made due oath in due form of law that she was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Harriet L. Bauman  
Notary Public

My Commission Expires:  
1 July 1990





STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER  
J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ROBERT E. BYLER, M.D., P.A.

have been paid.

WITNESS my hand and official seal this

15TH day of OCTOBER A.D. 1987.

OCT 10 1987

*Catricia A. Mehal*  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

2996 2836



OFFICE OF  
**TODD L. HERSHEY**  
**COUNTY TREASURER**  
COURT HOUSE ANNEX  
HAGERSTOWN, MARYLAND 21740  
Telephone (301) 791-3173  
MARCOM 249-3173  
VOICE/TTY (301) 791-3175

**RONALD L. BOWERS**  
President  
**RICHARD E. ROULETTE**  
Vice President  
**R. LEE DOWNEY**  
**LINDA C. IRVIN**  
**MARTIN L. SNOOK**

*The Court House*

SERVING WASHINGTON COUNTY SINCE 1873

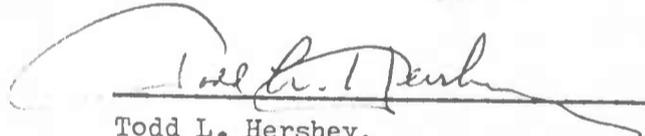
February 11, 1988

RE: Robert E. Byler, M.D., P.A.

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property Taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Robert E. Byler, M.D., P.A.

have been paid to and including the fiscal year July 1, 1987 thru June 30, 1988.

  
Todd L. Hershey,  
Treasurer for Washington County,  
Maryland

mt



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

1017

DOCUMENT CODE 19 BUSINESS CODE 06 COUNTY 71

# 01409408 P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	<u>20</u>	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	<input type="checkbox"/> Change of Name
50	_____	Cert. of Qual. or Reg.	<input type="checkbox"/> Change of Principal Office
51	_____	Foreign Name Registration	<input type="checkbox"/> Change of Resident Agent
13	_____	Certified Copy	<input checked="" type="checkbox"/> Change of Resident Agent Address
56	_____	Penalty	<input type="checkbox"/> Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
3	_____	Certificate of Conveyance	
75	<u>30</u>	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	Code _____
21	_____	Recordation Tax	ATTENTION: <u>Nancy</u>
22	_____	State Transfer Tax	<u>C. Boyer</u>
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: <u>Meyler</u>
71	_____	Financial	<u>+ Young, P.A.</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 1267</u>
	_____	Other	<u>Hagerstown, MD</u>
	_____	Other	<u>31741-1267</u>

TOTAL FEES \$50.00  
 Check  Cash  
 Documents on \_\_\_\_\_ checks

APPROVED BY: Wm

NOTE:  
 affidavit of no personal property was filed!

THE ARTICLES OF DISSOLUTION  
OF  
ROBERT E. BYLER, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 16, 1988 AT 9:18 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00 *5.00*

SPECIAL  
FEE PAID:

\$ 30.00

D1409408

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
NANCY C. BOYER  
MEYER & YOUNG, P.A.  
P.O. BOX 1267  
HAGERSTOWN

MAILED JUL 7 1988

MD 21741 1267

158C3011824

A 254060



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO

2996 2833

BAYSHORE LEISURES & SERVICES, LTD.  
(A close corporation pursuant to  
the Annotated Code of Maryland)

RECORD 5.00  
A 3050CHCK 5.00  
01988 6-29A11:23

ARTICLES OF INCORPORATION

FIRST: The undersigned, Bruce D. Coulson, whose post office address is P.O. Box 156, Bayshore Road, Taylors Island, Maryland 21669, and Ruthann L. Coulson, whose post office address is P.O. Box 156, Bayshore Road, Taylors Island, Maryland 21669, both being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation is BAYSHORE LEISURES & SERVICES, LTD., (a close corporation pursuant to the Annotated Code of Maryland).

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

1. To maintain Campground and Marina services, sales and rentals relating thereto.
2. Sales, Service, and Rental relating to campground and marina.
3. Repair relating to campground and marina.
4. License to sell beer.
5. To engage in any other lawful purposes and business.
6. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is P.O. Box 156, Bayshore Road, Taylors Island, Maryland 21669. The name and post office address of the Resident Agent of the Corporation in this State is Bruce D. Coulson, P.O. Box 156, Bayshore Road, Taylors Island, Maryland 21669. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is ONE THOUSAND (1,000) shares of common stock of the par value of ONE HUNDRED DOLLARS (\$100.00) a share, all of one class, and have an aggregate par value of ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SEVENTH: Pursuant to the Annotated Code of Maryland there shall be no directors of this Corporation, but the management of the said Corporation shall be by the stockholders as authorized by the aforesaid provision of the Maryland Law, but Bruce D. Coulson shall act as and be the sole director until the issuance of one (1) share of stock.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Stockholders:

1. The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

STATE DEPARTMENT OF ASSESSMENT AND TAXATION 2993 1996

80108170

APPROVED FOR RECORD

Feb 9 '88 at 9:07 am

*amb*

100 FEB -9 P 907

2. The Corporation is authorized to issue FIVE HUNDRED (500) SHARES (which shall come from the One Thousand (1,000) shares) of stock to Bruce D. Coulson and Ruthann L. Coulson, his wife, in exchange for all they received from Luke and Dorothy Nicholson. Their interest therein stated to be at least FIFTY THOUSAND DOLLARS (\$50,000.00).

NINTH: The duration of the Corporation shall be perpetual.

4<sup>th</sup> IN WITNESS WHEREOF, we have signed these Articles of Incorporation this day of February, 1988, and we acknowledge the same to be our act.

Bruce D. Coulson  
Bruce D. Coulson

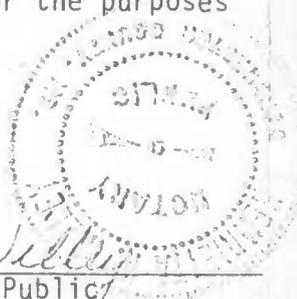
Ruthann L. Coulson  
Ruthann L. Coulson

STATE OF MARYLAND, DORCHESTER COUNTY, to wit:

I HEREBY CERTIFY that on this 4<sup>th</sup> day of February, 1988, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared BRUCE D. COULSON and RUTHANN L. COULSON, who acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein contained, and that this is their act and deed.

WITNESS my hand and Notarial Seal.

Henrietta J. Wilkin  
Notary Public



MY COMMISSION EXPIRES: 7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) \_\_\_\_\_  
\_\_\_\_\_  
Change of Name  
Change of Principal Office  
Change of Resident Agent  
Change of Resident Agent Address  
Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: Robert E. Farnell III

MAIL TO ADDRESS: P.O. Box 415 Cambridge, Md. 21613

TOTAL FEES 40

Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: amb

ARTICLES OF INCORPORATION  
OF  
BAYSHORE LEISURES & SERVICES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 9, 1988 AT 9:07 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2499127

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: **MAILED JUL 7 1988**  
ATTN: ROBERT E. FARNELL, III  
P. O. BOX 415  
CAMBRIDGE MD 21613

155C3011281

A 253512



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2993 1995

LYNLEY PROPERTIES, INC.

RECORD 5.00  
A 3081CHCK 5.00  
01988 6-29A11:24

ARTICLES OF INCORPORATION

*amb*

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Lynley Properties, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

(1) To purchase, acquire, invest in, develop, lease, sell and mortgage real estate and tangible personal property of every nature and description, in this State or any other State in these United States or any other country.

(2) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(3) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

(4) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 745 Mt. Vernon Drive, Hagerstown, Maryland 21740. The name and post office address

01 b d b-83J 886i

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

80408183

APPROVED FOR R29930 1899

Feb 9 '88 at 9:10 a.m.

of the resident agent of the Corporation in Maryland are Lynn F. Meyers, 82 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares at a par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are:

Shirley Meyers  
Lynn F. Meyers  
Stephen Lynn Meyers  
Christopher Lynn Meyers  
Andrew William Meyers

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(2) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed to the Directors or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a Director or Officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the

Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

(3) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

(4) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(5) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of

Incorporation and severally acknowledge same to be my act  
this 5 day of February, A.D., 1988.

Witness:

Kancy Bayer

Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 *wh* BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	
13	_____	_____ Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
	_____	Foreign Resolution	
	_____	Certificate of Conveyance	
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	Code _____
85	_____	Termination of Limited Partnership	ATTENTION: <u>Manoj C</u>
21	_____	Recordation Tax	<u>Boyer</u>
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standings	
NA	_____	Foreign Corporation Registration	MAIL TO ADDRESS: <u>Meyers</u>
87	_____	_____ Limited Part. Good Standings	<u>&amp; Young, P. O. Box</u>
71	_____	Financial	<u>1267 Hagerstown,</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>Md. 21741-1267</u>
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: amb

NOTE:

ARTICLES OF INCORPORATION  
OF  
LYNLEY PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 9, 1988 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$

D2498954

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
MEYERS & YOUNG  
ATTN: NANCY C. BOYER  
P. O. BOX 1267  
HGAGERSTOWN

MAILED JUL 7 1988

MD 21741 1267

155C3011264

A 253495



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2993 1898

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

2/4/88 at 9:12 A.m.

RECORD 5.00  
A 3082CHCK 5.00  
01988 6-29A11:24

4- STAR TENNIS, INC.

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was 4- STAR TENNIS, INC..

Second: The name which the corporation will use after revival is 4- STAR TENNIS, INC..

Third: The name and address of the resident agent is CAROL ANARILLO, 742 MOUNT VERNON DRIVE, HAGERSTOWN, MD 21740.

Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;

(c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is Milestone Terrace, Williamsport, MD 21795.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.



*William J. Fuel*  
Last Acting President

60:8 V 6-130 LCG

*Michelle E. Eubank*  
Last Acting Secretary

2994 0301

I, William L. Ruel, President of 4-Star Tennis, Inc. hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

*William L. Ruel*  
William L. Ruel

I hereby certify that on August <sup>28</sup> 27, 1987 before me, the subscriber, a notary public of the State of Connecticut in and for the county of NEW LONDON, personally appeared William L. Ruel and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal:

*Diana J. Seckla*

My Commission expires  DIANA J. SECKLA  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1991



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18 &

BUSINESS CODE

COUNTY

71

# D1234616

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate of Conveyance
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

Barbara Ruel  
70 Mile Creek Rd  
Old Lyme Conn CT.

06371

NOTE:

TOTAL FEES

50.00

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

1032

THE ARTICLES OF REVIVAL  
OF  
4-STAR TENNIS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 4, 1988 AT 9:12 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 5.00  
20.00

SPECIAL  
FEE PAID:

\$ 30.00

D1234616

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUL 7 1988  
BARBARA RUEL  
70 MILE CREEK ROAD  
OLD LYNE CT 06371

154C3011190

A 253428



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2994 0300

BEDFORD RACEWAY, INC.

RECORD 5.00  
A 3083CHCK 5.00  
01988 6-29A11:24

A Maryland Close Corporation,  
Organized Pursuant to Title 4 of the  
Corporations and Associations Article of  
The annotated Code of Maryland

BY

BY

APPROVED FOR RECORD  
11/14/88 at 8:27 A

ARTICLES OF INCORPORATION

FIRST: I, Douglas Timmons, whose post office address is Route 4, Box 60G, Hagerstown, Maryland, 21740, being at least eighteen 18 (years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is BEDFORD RACEWAY, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

- (a) To promote motor racing events.
- (b) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.
- (c) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to

22:8 V 71 NVC 8861  
80358042



2993 0000

undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(d) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

(e) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FIFTH: The post office address of the principal office of the Corporation in this State is Route 4, Box 60G, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State are Douglas Timmons, Route 4, Box 60G, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors

2993 0020

becomes effective, there shall be two (2) directors, whose names are Douglas Timmons and Joseph Padula.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7 day of January, 1988, and acknowledge the same to be my act.

  
\_\_\_\_\_  
Douglas Timmons

2993 0021  
2993 0022



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_  
ATTENTION: John R. Solvatore, Esq.

MAIL TO ADDRESS: Solvatore + Wade, P.A. 44 North Potomac Street Suite 204

NOTE: Hagerstown, Md 21740

TOTAL FEES 40.00

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: AKL

ARTICLES OF INCORPORATION  
OF  
BEDFORD RACEWAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 14, 1988 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ 1

D2496230

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: <sup>MAILED JUL 7 1988</sup>  
SALVATORE & WADE, P.A.  
ATTN: JOHN R. SALVATORE, ESQUIRE  
44 NORTH POTOMAC STREET, STE. 204  
HAGERSTOWN MD 21740

152C3010837

A 253109



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2993 0018

1038

RECEIVED FOR RECORD ON JUNE 29, 1988 at 11:27 A.M. CORPORATION LIBER

38

RECORD	5.00
RECORD	5.00
A 3086CHCK	10.00
01988	6-29A11:27

ARTICLES OF AMENDMENT

Tri-State Tank Lines, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out ARTICLE FIFTH and inserting in lieu thereof the following:

That the Corporation shall have one Director, and William R. Luther, Sr. shall act as sole Director until the Board of Directors increases the number of Directors to the Corporation.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on September 8, 1987 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held September 8, 1987.

THIRD: Notice setting forth the said amendment of Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all Stockholders of the Corporation entitled to vote thereon. The amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED President of Tri-State Tank Lines, Inc.,

1988 FEB 13 A 8:58

80348010

1988 FEB 14 1988

Feb 3, '88 8:58a.

who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate was made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature  
and Corporate Seal:

*David L. Miller*  
Secretary

TRI-STATE TANK LINES, INC.

By: *William R. Luther, Sr.*  
William R. Luther, Sr.  
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:-

I HEREBY CERTIFY, That on this 2nd day of February A. D., 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William R. Luther, Sr., who acknowledged himself to be President of Tri-State Tank Lines, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with

respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

Witness my hand and official Notarial Seal.

Betty A. Thurston  
Notary Public

My Commission Expires:  
1 July 1990





STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 7 BUSINESS CODE \_\_\_\_\_ COUNTY \_\_\_\_\_

# D0213058 \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20		Organ. & Capitalization	Name Change
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	
50		Cert. of Qual. or Req.	
51		Foreign Name Registration	_____ Change of Resident Agent Address
13		_____ Certified Copy _____	
56		Penalty	_____ Resignation of Resident Agent
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
75		Special Fee	
80		For. Limited Partnership	
83		Cert. Limited Partnership	
84		Amendment to Limited Partnership	Code _____
85		Termination of Limited Partnership	
21		Recordation Tax	ATTENTION: <u>Nancy C. Boyer</u>
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standings	
NA		Foreign Corporation Registration	
87		_____ Limited Part. Good Standings	MAIL TO ADDRESS: <u>Meyer + Young, P.O.</u>
71		Financial	<u>Box 1267</u>
600		_____ Personal Property Reports and _____ late filing penalties	<u>Hagerstown, MD</u>
		Other _____	<u>21741-1267</u>
		Other _____	

TOTAL FEES 20

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: amlw

NOTE:

1042

ARTICLES OF AMENDMENT  
OF  
TRI-STATE TANK LINES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 3, 1988 AT 8:58 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ \_\_\_\_\_

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ \_\_\_\_\_

D0213058

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
MEYERS & YOUNG, P.A.  
ATTN: NANCY C. BOYER  
BOX 1267  
HAGERSTOWN

MD 21741 1267

151C3010791

A 253062



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 1407

ARTICLES OF INCORPORATION

OF

BOWMAN DEVELOPMENT CORPORATION

*J*

STATE DEPARTMENT AND RECORDS  
RECORDED FOR RECORD  
A 3096CHCK  
01988 6-29A11:  
5.0  
5.0  
10:48  
2-13-88

FIRST: I, Jerome T. Miraglia, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation (the "Corporation") is Bowman Development Corporation.

THIRD: The purposes for which the Corporation is formed are: (1) to acquire, purchase, hold, own, improve, develop, lease, sell and otherwise deal in real estate and improvements thereon, and (2) to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is Interstate Industrial Park, Governor Lane Boulevard, Williamsport, Maryland 21795. The name and address of the resident agent of the Corporation are Todd Bowman, Interstate Industrial Park, Governor Lane Boulevard, Williamsport, Maryland 21795.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common

80348401

1988 FEB -3 AM 10:48

SEP 1988

Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

SIXTH: The number of Directors of the Corporation shall be two, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Todd Bowman and Donald M. Bowman, Jr..

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by the Maryland General Corporation Law, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, the Maryland General Corporation Law. The Corporation may indemnify any other persons permitted but not required to be indemnified by the Maryland General Corporation Law, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified.

I acknowledge these Articles of Incorporation to be my act this 3rd day of February, 1988.

  
Jerome T. Miraglia



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 9 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code 045

ATTENTION: Jerome T. Miraglia

MAIL TO ADDRESS: \_\_\_\_\_

TOTAL FEES

40

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: J. m. T.

NOTE:

ARTICLES OF INCORPORATION  
OF  
BOWMAN DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 3, 1988 AT 10:48 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ 1.

D2493401

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUL 7 1988  
MILES & STOCKBRIDGE  
ATTN: JEROME T. MIRAGLIA  
10 LIGHT STREET  
BALTIMORE MD 21202

149C3010362

A 252643



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2991 2644

1047

CRUNKLETON CONSTRUCTION COMPANY, INC.

RECORD 5.00  
A 3097CHCK 5.00  
01988 6-29A 11:39

1988 FEB -3 AM 9: 18

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, SAMUEL LYNN CRUNKLETON, whose post office address is 105 Birch Knoll Road, Hagerstown, Maryland 21740, and I, DAVID PAUL BRANDENBURG, whose post office address is 12 Pioneer Drive, Smithsburg, Maryland 21783, both being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland, to be a close corporation.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Crunkleton Construction Company, Inc.

THIRD: The Corporation shall be a CLOSE CORPORATION as authorized by Title 4 of the Corporations and Associations, Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in a general contracting and construction business and all other incidental purposes relating to a general construction business.

(2) To purchase, lease, manage, acquire, dispose of, exchange or otherwise deal in the acquisition and disposition of real estate including encumbering of same for any purposes whatsoever.

(3) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of

RECORDED  
INDEXED  
1988 FEB 29 11:39

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

2-2-88 at 9:11

1988 FEB -2 AM 9: 11

Maryland, as amended from time to time; the enumeration of purposes and objectives of the corporation are not limited by the powers hereby conferred upon the corporation.

FIFTH: The post office address of the principal office of the Corporation in this State is 105 Birch Knoll Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Samuel Lynn Crunkleton, 105 Birch Knoll Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without par value.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Samuel Lynn Crunkleton, 105 Birch Knoll Road, Hagerstown, Maryland 21740, and David Paul Brandenburg, 12 Pioneer Drive, Smithsburg, Maryland 21783.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify the present or former Directors or Officers of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any Corporate representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding;

NINTH: The issuance of any stock of the corporation, including any treasurer's stock, is limited in accordance with Section 4-501 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time and unless otherwise provided by the Board of Directors, no holder of any shares of the capital stock of the

Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscriber for, purchase or otherwise acquire such shares.

WITNESS our hands and seals this 21st day of December, A.D., 1987.

Witness as to both:

Cathy A. Wisherd  
Cathy A. Wisherd

Samuel Lynn Crunkleton (SEAL)  
Samuel Lynn Crunkleton

Samuel Lynn Crunkleton  
105 Birch Knoll Road  
Hagerstown, Maryland 21740

David Paul Brandenburg (SEAL)  
David Paul Brandenburg  
David Paul Brandenburg  
12 Pioneer Drive  
Smithsburg, Maryland 21783

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of December, A. D., 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Samuel Lynn Crunkleton and David Paul Brandenburg, known to me to be the persons named herein, and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Cathy A. Wisherd  
Cathy A. Wisherd  
Notary Public



My Commission Expires: 7-1-90



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

1051

DOCUMENT CODE 02 R BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	<u>6</u>	<u>1</u> Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

\_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAILED JUL 7 1988

MAIL TO ADDRESS: \_\_\_\_\_

Samuel L. Crunkleton  
105 Birch Knoll Rd.  
Hagerstown, Md. 21740

*#67701  
2-2-88*

TOTAL FEES 56

NOTE:

Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: J.M.T.

RECEIVED  
COMMUNICATIONS SECTION  
JUL 10 1988

ARTICLES OF INCORPORATION  
OF  
CRUNKLETON CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 2, 1988 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

02493278

TO THE CLFRK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RECORDED JUL 7 1988

RETURN TO:  
SAMUEL LYNN CRUNKLETON  
105 BIRCH KNOLL ROAD  
HAGERSTOWN MD 21740

149C3010349

A 252631



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

4991 2576

STATE TREASURY

ARTICLES OF INCORPORATION <sup>1-22-88</sup> <sup>P:08W</sup>

FIRST: I, Nile William Daley, whose post office address is 111 Stouffer Ave. Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is NITEC, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the development, manufacture, marketing and distribution of machinery, patents, and systems for the sheet metal and other industries and to engage in all related lawful activities incident to the sale, leasing, licensing, and financing, of machinery, patents, and systems for the sheet metal and other industries; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 111 Stouffer Ave., Hagerstown, Maryland 21740. The name and post office address

LAW OFFICES  
BREGEL, KERR  
& HEISLER  
400 MERCANTILE-TOWSON BLDG.  
409 WASHINGTON AVE.  
TOWSON, MD 21204  
(301) 828-6818

803 A 12 MAY 88

80398215



RECORD  
# 3098215  
01988 6-29 11:39

Handwritten initials

Handwritten letter 'D'

of the Resident Agent of the Corporation in this State is Nile William Daley, 111 Stouffer Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) divided into Seven Thousand (7,000) shares of Class A Common Stock without par value and Three Thousand (3,000) shares of Class B Common Stock without par value.

The following is a description of each Class of Stock of the Corporation with preferences, conversions and other rights, restrictions, voting powers, and qualifications of each Class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Corporation and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate

-2-

in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

SIXTH: The number of Directors of the Corporation shall be Four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: (1) Nile Williams Daley, (2) Dana Owen Williams, (3) Russell French Williams, (4) William Taylor

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter

authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of December, 1987, and I acknowledge the same to be my act.

  
Nile Williams Daley



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02A BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
75	_____	Special Fee
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NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Mara Williams  
Bregel Koor  
409 Wash Ave  
#400

Towson Md 21204

TOTAL FEES 60

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION  
OF  
NITEC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 21, 1988 AT 8:08 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING  
FEE PAID:

\$ 20.00 <sup>5.00</sup>

SPECIAL  
FEE PAID:

\$ 1

D2492833

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: <sup>MAILED JUL 7 1988</sup>  
DANA WILLIAMS  
BREGEL & KERR  
409 WASHINGTON AVE., #400  
TOWSON MD 21204

148C3010305

A 252588



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO,

2525 0088

1060

BRIAN HOLMES GENERAL CONTRACTORS, INC.

A Maryland Close Corporation,  
Organized Pursuant to Title Four of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

RECORD 5.00  
A 3099CHCK 5.00  
01988 6-29A11:40

2-1-88

9:03a

ARTICLES OF INCORPORATION

FIRST: I, Brian S. Holmes, whose post office address is 2601 Pennsylvania Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

BRIAN HOLMES GENERAL CONTRACTORS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

1. To own and carry on the business of home construction and home improvement; and to engage in any other lawful purpose and/or business; and

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 2601 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Brian Holmes, 2601 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SEVENTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Brian S. Holmes  
2601 Pennsylvania Avenue  
Hagerstown, Maryland 21740

1988 FEB -1 AM 9:03

8082131

1988 0560

EIGHTH: (1) As used in this Article SEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of December, 1987, and I acknowledge the same to be my act.

WITNESS:

James S. Hayes Brian S. Holmes (SEAL)  
Brian S. Holmes



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

11

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change (New Name) \_\_\_\_\_

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

*Clair Baker*  
120 W. Wash St  
Hagerstown Md  
21740

TOTAL FEES

48

Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: *[Signature]*

NOTE:

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION  
OF  
BRIAN HOLMES GENERAL CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 1, 1988 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND  
CAPITALIZATION FEE PAID:  
\$ 20.00

RECORDING  
FEE PAID: 5.00  
\$ 20.00

SPECIAL  
FEE PAID:  
\$ 1

D2492817

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUL 7 1988  
CLAIR BAKER  
120 W. WASHINGTON ST.  
HAGERSTOWN MD 21740

148C3010303

A 252586



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2990 0559

1064

STATE DEPARTMENT OF REGISTRATION  
RECORD 5.00  
A 3100CHCK 5.00  
01988 6-29A11:40

COURTNEY'S FLORIST, INC.

ARTICLES OF INCORPORATION

2-1-88

9.03a

FIRST: I, Debra L. Kirk, whose post office address is 225 Virginia Avenue, Hancock, Maryland 21750, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

COURTNEY'S FLORIST, INC.

THIRD: The purposes for which the Corporation is formed are:

1. To own and carry on the business of a flower shop.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 10 Penn Avenue, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation is Debra L. Kirk, 225 Virginia Avenue, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and
2. If there is stock outstanding and so long as there

80828430

1988 FEB - 1 AM 9:03

are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Debra L. Kirk

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to

purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

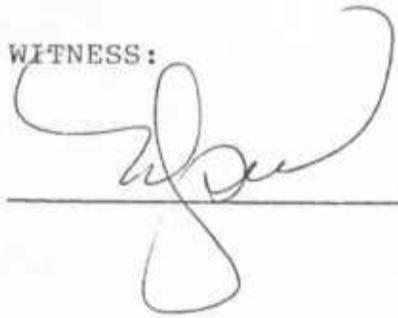
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former Director or Officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not

parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21<sup>st</sup> day of January, 1988, and I acknowledge the same to be my act.

WITNESS:



Debra L. Kirk (SEAL)  
Debra L. Kirk

1068



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock  Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	1 Certified Copy <u>4p</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change (New Name) \_\_\_\_\_

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Clair Baker  
120 W Wash St  
Hagerstown Md  
21740

TOTAL FEES

50

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks \_\_\_\_\_

APPROVED BY: go

NOTE: \_\_\_\_\_

CERTIFIED COPY MADE

2590 0056

ARTICLES OF INCORPORATION  
OF  
COURTNEY'S FLORIST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 1, 1988 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ 1

D2492809

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
CLAIR BAKER  
120 W. WASHINGTON ST.  
HGAGERSTOWN MD 21740

148C3010302

A 252585



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 0350 0550

1070

CRUNKLETON CONSTRUCTION COMPANY, INC.

RECORD 5.00  
A 3101CHCK 5.00  
01988 6-29A11:40

A CLOSE CORPORATION  
ARTICLES OF INCORPORATION

2/1/88 3:15P

BK

FIRST: I, SAMUEL LYNN CRUNKLETON, whose post office address is 105 Birch Knoll Road, Hagerstown, Maryland 21740, and I, DAVID PAUL BRANDENBURG, whose post office address is 12 Pioneer Drive, Smithsburg, Maryland 21783, both being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland, to be a close corporation.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Crunkleton Construction Company, Inc.

THIRD: The Corporation shall be a CLOSE CORPORATION as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in a general contracting and construction business and all other incidental purposes relating to a general construction business.

(2) To purchase, lease, manage, acquire, dispose of, exchange or otherwise deal in the acquisition and disposition of real estate including encumbering of same for any purposes whatsoever.

(3) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of

80338055

1228

Maryland, as amended from time to time; the enumeration of purposes and objectives of the corporation are not limited by the powers hereby conferred upon the corporation.

FIFTH: The post office address of the principal office of the Corporation in this State is 105 Birch Knoll Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Samuel Lynn Crunkleton, 105 Birch Knoll Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1000) shares of common stock, without par value.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Samuel Lynn Crunkleton, 105 Birch Knoll Road, Hagerstown, Maryland 21740, and David Paul Brandenburg, 12 Pioneer Drive, Smithsburg, Maryland 21783.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify the present or former Directors or Officers of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any Corporate representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding;

NINTH: The issuance of any stock of the corporation, including any treasurer's stock, is limited in accordance with Section 4-501 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time and unless otherwise provided by the Board of Directors, no holder of any shares of the capital stock of the

Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscriber for, purchase or otherwise acquire such shares.

WITNESS our hands and seals this 21st day of December, A.D., 1987.

Witness as to both:

Cathy A. Wisherd

Samuel Lynn Crunkleton (SEAL)  
Samuel Lynn Crunkleton  
105 Birch Knoll Road  
Hagerstown, Maryland 21740

David Paul Brandenburg (SEAL)  
David Paul Brandenburg  
12 Pioneer Drive  
Smithsburg, Maryland 21783

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of December, A. D., 1987, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Samuel Lynn Crunkleton and David Paul Brandenburg, known to me to be the persons named herein, and acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Cathy A. Wisherd  
Notary Public



My Commission Expires: 7-1-90

2950 0231

1074



STATE OF MARYLAND  
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02.1 BUSINESS CODE 03 COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4P.</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Code \_\_\_\_\_

ATTENTION: Elwood E. Hauer, Esq.

MAIL TO ADDRESS: 100 West Franklin Street Suite 102 Hagerstown, MD

NOTE: 21740

TOTAL FEES 57.00

Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: MIL

ARTICLES OF INCORPORATION  
OF  
CRUNKLETON CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 1, 1988 AT 3:15 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ 1

D2492312

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
ATTN: ELWOOD E. HAUVER, ESQUIRE  
100 WEST FRANKLIN STREET,  
SUITE 102  
HAGERSTOWN MD 21740

148C3010253

A 252539



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO: 0007

1076

ARTICLES OF INCORPORATION

1-28-88 9.00

FIRST: I, Edward L. Kuczynski, whose address is 55 North

Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is

TRIATHLON SCORING SYSTEMS, INC.

RECORD 5.00  
A 3102CHCK 5.00  
01988 6-29A11:40

THIRD: The purposes for which the Corporation is formed are:

(1) To provide management and professional services for running and triathlon activities, both amateur and professional.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 832-B Hamilton Blvd., Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Robert T. Myers, 832-B Hamilton Blvd., Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of common stock, with par value of Ten Dollars (\$10.00) per share.

SIXTH: The number of Directors of the Corporation shall be

80288171 1988 JAN 28 A 9:02

three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Robert T. Myers

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the terms and prices of redemption of, and the conversion rights of, such shares.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

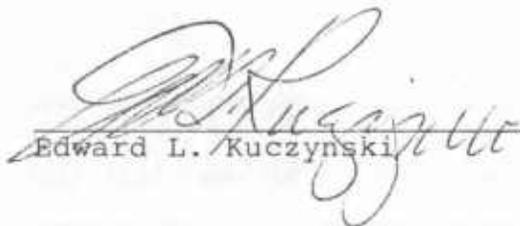
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c)

of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of December, 1987, and I acknowledge the same to be my act.

  
Edward L. Kuczynski



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock  Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

\_\_\_\_\_ Resignation of Resident Agent

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other _____
		Other _____

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:

Edward Kuczynski

55 N Jonathan St

Hagerstown Md

21740

TOTAL FEES

40

Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

APPROVED BY:

[Signature]

NOTE:

ARTICLES OF INCORPORATION  
OF  
TRIATHLON SCORING SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **JANUARY 28, 1988** AT **9:00** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$ 1.

D2491991

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:  
EDWARD KUCZYNSKI  
55 N. JONATHAN ST.  
HAGERSTOWN

MAILED JUL 7 1988

MD 21740

147C3010190

A 252475



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2102

1082

RECEIVED FOR RECORD ON JUNE 29, 1988 at 11:41 A.M. CORPORATION LIBER 38

ARTICLES OF INCORPORATION  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

of

MACHINE TOOL SERVICE COMPANY, INC. APPROVED FOR RECORD

12/7/88 at 10:50

*amk*

THIS IS TO CERTIFY:

FIRST: That, the undersigned, Charles E. Sweigert, Jr., whose post office address is 33 Hampton Road, East, Williamsport, Maryland 21795, being at least eighteen (18) years of age, does under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, does hereby form a corporation by executing and filing these Articles.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

RECORD 5.00  
A 3103CHCK 5.00  
01988 6-29A11:41

MACHINE TOOL SERVICE COMPANY, INC.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To carry on in all its branches the business of machine tool modification and repair.

(b) To have all powers under Article 23, Section 9 of the Annotated Code of Maryland, as amended, and those not excluded by law.

FOURTH: The post office address of the principal office of the Corporation in this State is 33 Hampton Road East, Williamsport, Maryland 21795. The Resident Agent of the Corporation is Charles E. Sweigert, Jr., whose post office address is 33 Hampton Road East, Williamsport, Maryland 21795 said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 100,000 shares at a par value of one dollar (\$1.00) per share, for a total of \$100,000, all of one class.

80278237

1991 09-13

SIXTH: The number of Directors of the Corporation shall be not less than two, which number may be increased or decreased pursuant to the By-Laws of the Corporation; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Elsie M. Sweigert

Charles E. Sweigert, Jr.

SEVENTH: In carrying on its business, or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland, and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and of the Directors and Stockholders shall include the following:

(a) Any Director individually, or any firm of which any Director may be a member, or any corporation or association of which any Director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a Director, or firm of which a Director is a member, or a corporation or association of which a Director is an officer or director or in which a Director is interested as the holder of any amount of its capital stock or otherwise is so interested, such shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any Director of the Corporation who is also a Director or Officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so

3950 0945

interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or were not so interested or were not a member of a firm so interested.

(b) The Corporation reserves the right, from time to time, to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

(c) Except as otherwise provided in this Charter or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the By-Laws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

(1) To authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.

(2) By articles supplementary to this Charter, to classify or reclassify any unissued shares by fixing or altering in any one or more aspect, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on and the conversion rights of, such shares.

2990 0947

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

TENTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer or director of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any officer or director and no indemnification shall be provided for any employee or agent of the Corporation, unless the Board of Directors shall in its discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on and severally acknowledge the same to be my act.

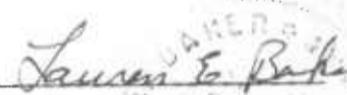
WITNESS: Donna K Smith

Charles E. Sweigert, Jr.  
CHARLES E. SWEIGERT, JR.

STATE OF MARYLAND  
Hagerstown, Md.

I HEREBY CERTIFY that on this 18 day of January, 1988, before,  
the subscriber, a Notary Public of the State of Maryland, in and for the city  
aforesaid personally appeared CHARLES E. SWEIGERT, JR., and he made oath in  
due form of law that the foregoing Articles of Incorporation are his  
respective act and deed.

AS WITNESS my hand and Notarial Seal the day and year last above written.

  
\_\_\_\_\_  
NOTARY PUBLIC  
LAUREN E. BAKER  
NOTARY PUBLIC STATE OF MARYLAND  
County of Washington  
My Commission Expires July 1, 1990

My Commission Expires:

7/1/90

2990 0949



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02

BUSINESS CODE

63

COUNTY

71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock  Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty _____
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
		Other _____
		Other _____

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:

Charles Swergert  
33 Hampton Rd East  
Willsport, Md  
21795

TOTAL FEES

40

\_\_\_\_\_ Check \_\_\_\_\_ Cash

\_\_\_\_\_ Documents on \_\_\_\_\_ checks

APPROVED BY:

PCm

NOTE:

1088

ARTICLES OF INCORPORATION  
OF  
MACHINE TOOL SERVICE COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND **JANUARY 27, 1988** AT **10:50** O'CLOCK **A.** M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

5.00  
\$ 20.00

SPECIAL  
FEE PAID:

\$ 1

D2491785

TO THE CLERK OF THE COURT OF

**WASHINGTON COUNTY**

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED JUL 7 1988

RETURN TO:  
CHARLES SWEIGERT, JR.  
33 HAMPTON RD., EAST  
WILLIAMSPORT MD 21795

147C3010169

A 252458



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

4590 0944

1089

VoDell  
RECORD 55.00  
A 3108CHCK 55.00  
01988 6-29A11:44

ARTICLES OF INCORPORATION

OF

*Maryland*  
MARYLAND CLASSICS, INC. *W. Seal*

RECORD 5.50  
A/3110CHCK 5.50  
01988 6-29A11:44

*1-18-88*

*9:48a*

THIS IS TO CERTIFY:

FIRST: That, I, the subscriber, Benjamin F.

Kunkleman, whose address is 1325 Hamilton Blvd., Hagerstown, Maryland, being of legal age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the Corporation) is:

"MARYLAND CLASSICS, INC."

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) This business plan is a guide to the start-up and subsequent operation of Maryland Classics, Inc., which will design, replicate or modify the designs of American furniture and Tall Clocks, manufactured in native American woods, crafted in America by American craftsmen and artisans. American Classics will assemble, finish, package, market, and inventory four (4) lines of traditional American furniture in Hagerstown. We will also design and manufacture finished goods

53 JAN 25 1988 INC

POOLE & POOLE, P.A.  
ATTORNEYS AT LAW  
HAGERSTOWN TRUST BUILDING  
81 WEST WASHINGTON STREET  
HAGERSTOWN, MD 21740

1988 JAN 18 A 9 48

88338707

2989 2135

inventories of several designs of brass base tables with wood or glass tops.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of

personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm,

association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded

not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is 684 Pennsylvania Ave., Hagerstown, Maryland, 21740.

FIFTH: The Resident Agent of the Corporation is Alan R. Brown, whose address is 1320 Hamilton Blvd., Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have a maximum of seven (7) directors, which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than one (1). Three (3) directors; Benjamin F. Kunkleman, Paul C. Carpegna and Alan R. Brown, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Fifty Thousand (50,000) shares of Common Stock, without par value.

EIGHTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to idemnify such directors, officers, employees, and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 13<sup>th</sup> day of January, 1988.

WITNESS:

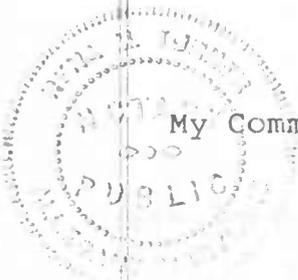
Benjamin F. Kunkleman

Benjamin F. Kunkleman (SEAL)  
BENJAMIN F. KUNKLEMAN

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13<sup>th</sup> day of January 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared BENJAMIN F. KUNKLEMAN, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:  
July 1, 1990

Benjamin F. Kunkleman  
Notary Public

2985 3140



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 03

COUNTY 71

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
20	<u>200</u>	Organ. & Capitalization
61	<u>22</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
3	_____	Certificate of Conveyance
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Change of Name  
Change of Principal Office  
Change of Resident Agent  
Change of Resident Agent Address  
Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: Bruce Poole  
81 W. Wash. St.  
Hagerstown, Md  
21740

NOTE: \_\_\_\_\_

TOTAL FEES 222

Check \_\_\_\_\_ Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]



ARTICLES OF INCORPORATION  
OF  
MARYLAND CLASSICS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JANUARY 18, 1988 AT 9:48 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 200.00

RECORDING  
FEE PAID:

5.50  
\$ 22.00

SPECIAL  
FEE PAID:

\$

D2490100

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO: MAILED JUL 7 1988  
BRUCE POOLE  
81 W. WASHINGTON STREET  
HAGERSTOWN MD 21740

145C3012275

A 252223



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

4989 2174